SMITH RICHARD P

Form 4

September 16, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

OMB APPROVAL

3235-0287 January 31,

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH RICHARD P			2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 63 CONSTI	(First) (Middle)	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2008				X Director 10% Owner X Officer (give title Other (specify below) below)			
	(Street)			ndment, Da	ŭ	l		Pre 6. Individual or Jo Applicable Line) _X_ Form filed by	•		
CHICO, CA		(Zin)						Form filed by M Person	More than One Re	porting	
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Dat (Month/Day/Year)	Execution any		3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ties A spose 4 and (A) or	cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common Stock	09/16/2008			Code V $J_{(1)}$	Amount 0	(D)	Price \$ 0	54,110	D		
Common Stock	09/15/2008			J <u>(2)</u>	2,308	D	\$ 17.19	1,177,665	I	By TriCo ESOP of which I am a Trustee	
Common	09/16/2008			T (1)	0	Δ	\$ 0	180 3518	Ţ	Ry Wife	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

09/16/2008

Stock

J(1)

0

\$0

180.3518

Ι

By Wife

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	X		President & CEO					

Signatures

Suzanne Youngs "Power of 09/16/2008 Attorney"

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.
- (2) Former ESOP employees received their shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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