TRICO BANCSHARES /

Form 4

October 02, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

Estimated average 0.5

burden hours per response...

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction

1(b).

Common

Stock

09/30/2008

(Print or Type Responses)

1 Name and Address of Reporting Person *

may continue.

SMITH RICHARD P		2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]					Issuer (Check all applicable)				
(Last)	(First)	(Middle)	(Check all applicable) 3. Date of Earliest Transaction)		
63 CONSTITUTION DRIVE		(Month/Day/Year) 09/30/2008					X Director 10% Owner X Officer (give title Other (specify below) President & CEO				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
CHICO, CA	A 95973		Filed(Mon	nth/Day/Ye	ar)			Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Per More than One Re		
(City)	(State)	(Zip)			.	~					
	,	•					-	uired, Disposed o		•	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	Code (Instr. 8)		sposed 4 and 5 (A) or	l 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 Indirect Beneficial Ownership (Instr. 4)	
Common	10/02/2000			Code \		()	Price		.		
Stock	10/02/2008			J <u>(1)</u>	0	A	\$ 0	54,110	D		
Common Stock	10/01/2008			<u>J(2)</u>	4,680	D	\$ 21.84	1,172,985	I	By TriCo ESOP of which I am a Trustee	

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

J(3)

1.0611 A

181.4129

I

By Wife

Edgar Filing: TRICO BANCSHARES / - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date	Expiration		mber	
						Exercisable	Date	of	illoci	
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
CMITH DICHADD D							

SMITH RICHARD P

63 CONSTITUTION DRIVE X President & CEO CHICO, CA 95973

Signatures

Suzanne Youngs "Power of Attorney" 10/02/2008

**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.
- (3) Please Note: The shares were acquired through dividend reinvestment for September 2008.

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.

Reporting Owners 2