#### SMITH RICHARD P

Form 4

October 10, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1,180,574

181.4129

I

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

Check this box

SECURITIES

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Common

Stock

Stock

10/09/2008

10/10/2008

(Print or Type Responses)

SMITH RICHARD P

1. Name and Address of Reporting Person \*

may continue.

See Instruction

				TRICO BANCSHARES / [tcbk]			ok]	(Check all applicable)			
(Last) (First) (Middle)				3. Date o	3. Date of Earliest Transaction						
	(2 GO) (GE			•	Day/Year)			-	_X_ Director		Owner
63 CONSTITUTION DRIVE			10/09/2008					X Officer (give title Other (specify below)			
									Pres	ident & CEO	
(Street) 4			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mo	· · · · · · · · · · · · · · · · · · ·				Applicable Line)			
_X_ Form filed by One Reporting Person Form filed by More than One Reporting											
	CHICO, CA	A 95973				Person					
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
	1.Title of	2. Transaction Da	ite 2A. Deei	med	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of
Security (Month/Day/Year) Execution I			n Date, if	* * * * * * * * * * * * * * * * * * * *				Securities	Ownership	Indirect	
(Instr. 3) any			D (57 )	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial		
			(Month/I	Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
									Reported	(I)	(IIIstr. 4)
							(A)		Transaction(s)	(Instr. 4)	
					Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
	Common						(D)				
	Stock	10/10/2008			<u>J(1)</u>	0	A	\$ 0	54,110	D	

9,400 A

\$0

Α

0

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

10/15/2008

J(2)

J(1)

By TriCo ESOP of

which I

By Wife

am a Trustee

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securiti (Instr. 3	ying les	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SMITH RICHARD P							

63 CONSTITUTION

63 CONSTITUTION DRIVE X President & CEO CHICO, CA 95973

## **Signatures**

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

\*\*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) ESOP purchased shares. Purchase pursuant to 10b5-1 plan.

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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