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TRICO BANCSHARES / Form 4 Image: State of the public Utility Holding Company Act of 1935 or Section 16, See Instruction 16, Software of the public Utility Holding Company Act of 1940 Image: State of the public Utility Holding Company Act of 1940 TRICO BANCSHARES / Form 4 2005 Image: State of the public Utility Holding Company Act of 1940 Image: State of the public Utility Holding Company Act of 1940 Trico Bancshare Act of 1940 State of the public Utility Holding Company Act of 1940 Image: State of the public Utility Holding Company Act of 1940									3235-0287 January 31, 2005 Iverage		
(Print or Type I	Responses)										
								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M			Earliest Tr	ansaction						
			(Month/Day/Year) 10/13/2008					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
File			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CHICO, CA 95973 — Form filed by More than One Reporting Person									porting		
(City)		(Zip)		e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if Transaction(A) or Disposed Code (Instr. 3, 4 and 5 Day/Year) (Instr. 8) (A) or				d of (D) 5)	Beneficially(D) orBeneficialOwnedIndirect (I)OwnershipFollowing(Instr. 4)(Instr. 4)ReportedTransaction(s)(Instr. 3 and 4)			
Common	10/14/2000			Code V		(D)	Price		D		
Stock Common Stock	10/14/2008 10/13/2008	10/16/200	08	J <u>(1)</u> J <u>(2)</u>	0 5,206	A A	\$ 0 \$ 17.08	54,110 1,200,685	D	By TriCo ESOP of which I am a Trustee	
Common Stock	10/14/2008			J <u>(1)</u>	0	А	\$0	181.4129	Ι	By Wife	

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

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 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)	4. Transact Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
SMITH RICHARD P 63 CONSTITUTION DRIVE CHICO, CA 95973	Х		President & CEO			
Signatures						
Suzanne Youngs "Power of Attorney"		10/14/2008				
**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.