TRICO BANCSHARES /

Form 4 May 20, 2008

FORM 4

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

I

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

05/20/2008

(Print or Type Responses)

1. Name and Address of Reporting Person *

CASEY WILLIAM J (Last) (First) (Middle)				Symbol	•				Issuer (Check all applicable)				
				TRICO	TRICO BANCSHARES / [tcbk]								
				3. Date of	f Earliest Tr	ansaction							
					(Month/Day/Year) 05/19/2008				X Director 10% Owner Officer (give titleX Other (specify below)				
63 CONSTITUTION DRIVE (Street)			05/19/2										
				Chairman of the Board									
			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
			Filed(Mor	Filed(Month/Day/Year)				Applicable Line)					
GYYGO G 1 0 50 50									_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CHICO, CA 95973										Person			
	(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
	Title of	2. Transaction I			1				5. Amount of	6. Ownership			
	ecurity nstr. 3)	(Month/Day/Year)	ear) Execui any	tion Date, if					Form: Direct (D) or	Indirect Beneficial			
(11	nsu. <i>5)</i>		•	h/Day/Year)					Owned	Ownership			
									Following	(Instr. 4)	(Instr. 4)		
							(A)		Reported Transaction(s)				
					C-1- V	Amount	or	D	(Instr. 3 and 4)				
C	ommon				Code V		(D)	Price					
	tock	05/20/2008			J <u>(1)</u>	0	A	\$ 0	864 <u>(2)</u>	D			
٠.											р т:с		
											By TriCo ESOP of		
C	ommon	05/19/2008			<u>J(3)</u>	89	D	\$	1,152,477	I	which I		
St	tock	03/19/2008			J <u>(~)</u>	09	ט	15.96	1,132,477	1	am a		
											Trustee		
~											110000		
	ommon	05/20/2008			J (1)	0	A	\$ 0	500,084	D			
21	tock												

 $J_{-}^{(1)}$

0

\$0

124,000

A

Casey

Family

LLC of which I am a manager

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securit	Securities	(Instr. 5)	Bene	
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						ъ.	Б		or		
						Date Exp Exercisable Date	Expiration	Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

Relationships

Reporting Owners

Departing Owner Name / Address

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CASEY WILLIAM J 63 CONSTITUTION DRIVE	X			Chairman of the Board
CHICO, CA 95973				

Signatures

Suzanne Youngs "Power of 05/20/2008 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) Shares held with broker.

Reporting Owners 2

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(3) 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.