TRICO BANCSHARES /

Form 4 June 03, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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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

1(b).

Common

Stock

06/03/2008

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH RICHARD P			Symbol TRICO BANCSHARES / [tcbk]				Issuer			
(Last)	(First) (te of Earliest T	Transaction			(Check X_ Director	k all applicable	Owner	
63 CONSTITUTION DRIVE			06/02/2008 -				X Officer (give title Other (specify below) President & CEO			
	(Street)	4. If	Amendment, D	ate Origina	ıl	(6. Individual or Jo	int/Group Filir	g(Check	
GWGO GA 05050							Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICO, CA 95973			Person						r8	
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye	Code	omr Dispos (Instr. 3,	sed of	` /	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 Stock	06/03/2008		<u>J(1)</u>	0	A	\$ 0	54,110	D		
Common Stock	06/02/2008	06/05/2008	J <u>(2)</u>	16,100	A	\$ 16.329	1,168,577	I	By TriCo ESOP of which I am a	

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

 $J^{(1)}$

0

\$0

178.3774

Ι

Trustee

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(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		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			Relationships
	D' (1000	O.CC.

Director 10% Owner Officer Other

SMITH RICHARD P

63 CONSTITUTION DRIVE X President & CEO

CHICO, CA 95973

Attorney"

Signatures
Suzanne Youngs "Power of

06/03/2008

**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.

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