SMITH RICHARD P

Form 4 March 03, 2009

FORM 4

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

Estimated average burden hours per

response...

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,

2. Issuer Name and Ticker or Trading

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

03/03/2009

(Print or Type Responses)

1. Name and Address of Reporting Person *

SMITH RI	CHARD P		Symbol	BANCS	SHARES	/ [tch		ssuer		
(Last)	(First)	(Middle)	TRICO BANCSHARES / [tcbk] 3. Date of Earliest Transaction					(Check all applicable)		
63 CONST	ITUTION DRIV		(Month/I 03/02/2	Day/Year) 2009			_	_X Director _X Officer (give t elow) Presi		Owner r (specify
	(Street)			endment, I nth/Day/Ye	Oate Origina ar)	al	A	o. Individual or Joi Applicable Line) X_ Form filed by On	ne Reporting Per	rson
CHICO, CA	A 95973						Ē	Form filed by Mo Person	ore than One Re	porting
(City)	(State)	(Zip)	Tab	le I - Non	-Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemec Execution D any (Month/Day	Date, if	3. Transacti Code (Instr. 8)	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	03/03/2009			J <u>(1)</u>	0	A	\$ 0	54,110	D	
Common Stock	03/02/2009	03/05/200)9	P	10,000 (2)	A	\$ 12.8439	1,240,174	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

182.3572

I

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
SMITH RICHARD P								
63 CONSTITUTION DRIVE	X		President & CEO					

Signatures

CHICO, CA 95973

Suzaane Youngs "Power of Attorney"

03/03/2009 Date

**Signature of Reporting Person

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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