TRICO BANCSHARES /

Form 4

March 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MASTORAKIS ANDREW P		2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]				8	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)		of Earliest [*] Day/Year) 2007	Fransaction	l		(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) EVP/Retail Banking		
	(Street)		Filed(Month/Day/Year) App _X_					6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nnsaction Date 2A. Deemed th/Day/Year) Execution Date, any (Month/Day/Yea			4. Securit coor Dispos (Instr. 3, 4	ed 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	03/12/2007			F	7,232	D	\$ 19.35	70,568.0118	D	
Common Stock	03/12/2007			F	14,431	D	\$ 17.375	56,137.0118	D	
Common Stock	03/12/2007			F	12,736	D	\$ 12.705	43,401.0118	D	
Common Stock	03/12/2007			F	4,147	D	\$ 12.705	39,254.0118	D	
Common Stock	03/12/2007			X	9,000	A	\$ 19.35	48,254.0118	D	
	03/12/2007			X	20,000	A		68,254.0118	D	

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Common Stock					\$ 17.375			
Common Stock	03/12/2007	X	24,140	A	\$ 12.705	92,394.0118	D	
Common Stock	03/12/2007	X	7,860	A	\$ 12.705	100,254.0118	D	
Common Stock	03/12/2007	X	8,390 (1)	D	\$ 19.35	91,864.0118	D	
Common Stock	03/14/2007	J(2)	0	A	\$ 0	350	I	By minor child
Common Stock	03/14/2007	J(2)	0	A	\$ 0	350	I	By minor child

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 19.35	03/12/2007		X		9,000	02/22/2007	02/22/2015	Common Stock	9,000
Common Stock Option	\$ 17.375	03/12/2007		X		20,000	02/17/2007	02/17/2014	Common Stock	20,000
Common Stock Option	\$ 12.705	03/12/2007		X		24,140	07/08/2006	07/08/2013	Common Stock	24,140
Common Stock Option	\$ 12.705	03/12/2007		X		7,860	07/08/2006	07/08/2013	Common Stock	7,860

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASTORAKIS ANDREW P

EVP/Retail Banking

Signatures

Suzanne Youngs "Power of Attorney" 03/14/2007

**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) These shares withheld by TriCo for payment of income tax liability upon the exercise of the 53,140 non-qualified stock options.
- (2) No transactions occurred among these shares, intended only to reflect number of shares beneficially owned.

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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