TRICO BANCSHARES /

Form 4 May 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	Address of Repo	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	TRICO BANCSHARES / [tcbk] 3. Date of Earliest Transaction	(Check all applicable)			
63 CONSTITUTION DRIVE			(Month/Day/Year) 05/20/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street) CHICO, CA 95973			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
1 Title of	2 Tronggatio	n Data 24 Da	amad 2 A Cassurities	5 Amount of 6 Overnoushin 7 Notions			

(City)	(State) (Zip)		ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/22/2008		<u>J(1)</u>	0	A	\$0	65,062	D			
Common Stock	05/22/2008		<u>J(1)</u>	0	A	\$0	34,814	D (2)			
Common Stock	05/22/2008		<u>J(1)</u>	0	A	\$0	105,464	I	Mother's trust I am successor trustee		
Common Stock	05/22/2008		J <u>(1)</u>	0	A	\$ 0	651	I	By minor daughter shares held with broker		

Edgar Filing: TRICO BANCSHARES / - Form 4

By minor

			infoi requ	matior	n conta	ained in the	ne collection of nis form are not the form DMB control	SEC 1474 (9-02)
Common Stock	05/22/2008 poort on a separate line for each class of se	$J_{(1)}$	0	A wned dir	\$ 0	607	I	son shares held with broker

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.	4. 5. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ction of Derivative Expiration Da			Underlying Securities		
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					
	Derivative				(A) or					
	Security				Disposed of					
				(D)						
				(Instr. 3, 4,						
					and 5)					
									Amount	
						.	.		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Option										
Common	\$ 15.4	05/20/2008		X	2,000	05/20/2000	05/20/2018	Common	2,000	
Stock	Ф 13.4	0312012008		Λ	2,000	0312012009	03/20/2016	Stock	2,000	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COMPTON CRAIG S 63 CONSTITUTION DRIVE CHICO, CA 95973	X						
Signatures							
Suzanne Youngs "Power of Attorney"		05/22/200	08				

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.

Date

Reporting Owners 2

Edgar Filing: TRICO BANCSHARES / - Form 4

(2) Shares held with broker.

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.