

TRICO BANCSHARES /
Form 4
May 22, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COMPTON CRAIG S

(Last) (First) (Middle)

63 CONSTITUTION DRIVE

(Street)

CHICO, CA 95973

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRICO BANCSHARES / [tcbk]

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/22/2008 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 65,062 | D | |
| Common Stock | 05/22/2008 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 34,814 | D ⁽²⁾ | |
| Common Stock | 05/22/2008 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 105,464 | I | Mother's trust I am successor trustee |
| Common Stock | 05/22/2008 | | J ⁽¹⁾ | | 0 | A | \$ 0 | 651 | I | By minor daughter shares held with broker |

| | | | | | | | | |
|--------------|------------|------------------|---|---|------|-----|---|--------------------------------------|
| Common Stock | 05/22/2008 | J ⁽¹⁾ | 0 | A | \$ 0 | 607 | I | By minor son shares held with broker |
|--------------|------------|------------------|---|---|------|-----|---|--------------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option Common Stock | \$ 15.4 | 05/20/2008 | | X | 2,000 | 05/20/2009 05/20/2018 | Common Stock | 2,000 |

Reporting Owners

| 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" 05/22/2008

__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.

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(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.

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