

HAGSTROM W R
Form 4
January 06, 2009

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 *
HAGSTROM W R

(Last) (First) (Middle)

C/O TRICO BANCSHARES, 63
CONSTITUTION DR

(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)
01/02/2009

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)

EVP, Risk Management

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/02/2009		X/K	20,078 D \$ 12.705	0.8406	D	
Common Stock	01/02/2009		X/K	6,483 D \$ 12.705	922.7507	I	By Wife
Common Stock	01/02/2009		X/K	8,000 A \$ 12.705	8,000.8406	D	
Common Stock	01/02/2009		X/K	12,853 A \$ 17.375	20,853.8406	D	
Common Stock	01/02/2009		X/K	670 A \$ 19.35	21,523.8406	D	

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Common Stock	01/02/2009	X/K	8,720	A	\$ 17.375	30,243.8406	D
Common Stock	01/02/2009	X/K	5,330	A	\$ 19.35	35,573.8406	D
Common Stock	01/02/2009	X/K	2,640	A	\$ 22.54	38,213.8406	D

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. 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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Option Common Stock	\$ 12.705	07/08/2003		X/K		8,000	07/08/2003	07/08/2013	Common Stock 8,000
Option Common Stock	\$ 17.375	02/17/2004		X/K		12,853	02/17/2004	02/17/2014	Common Stock 12,853
Option Common Stock	\$ 19.35	02/22/2005		X/K		670	02/22/2008	02/22/2015	Common Stock 670
Option Common Stock	\$ 17.375	02/17/2004		X/K		8,720	02/17/2004	02/17/2014	Common Stock 8,720
Option Common Stock	\$ 19.35	02/22/2005		X/K		5,330	02/22/2005	02/22/2015	Common Stock 5,330
Options Common Stock	\$ 22.54	05/22/2007		X/K		2,640	05/22/2008	05/22/2017	Common Stock 2,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGSTROM W R C/O TRICO BANCSHARES 63 CONSTITUTION DR CHICO, CA 95973			EVP, Risk Management	

Signatures

Suzanne Youngs "Power of Attorney"	01/06/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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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