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TRICO BANCSHARES /
Form 4
November 20, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

| | | |
|--------|---------|----------|
| SMITH | RICHARD | P |
| (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. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

11/20/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

| | |
|--|--|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

PRESIDENT AND CEO

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7. 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 (mm/dd/yy) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------------|---|---|---|--|------------------|-------|--|
| | | Code | V | Amount | (A) or (D) | Price | |
| COMMON STOCK | | | | | | | 1 |
| COMMON STOCK | | | | | | | |
| COMMON STOCK | 11/19/02 | | T | 17,500.0000 | A | 23.10 | 550,8 |

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. | 2. Conversion or Exercise Price of | 3. Trans- action Code | 4. Trans- action Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|----|---|--------------------------------|--------------------------------|--|--|---|
| | | | | | | Amount |

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| Title of Derivative Security (Instr. 3) | Deriv- ative Secur- ity | Date (Month/ Day/ Year) | (Instr. 8) ----- Code V | (Instr. 3, 4 and 5) ----- (A) (D) | ----- Date Exer- cisable | Expira- tion Date | Title | or Number of Shares |
|--|----------------------------------|----------------------------------|----------------------------------|--|-----------------------------------|-------------------------|-------|------------------------------|
|--|----------------------------------|----------------------------------|----------------------------------|--|-----------------------------------|-------------------------|-------|------------------------------|

=====

Explanation of Responses: T: Please Note: Purchased ESOP shares.

/s/ Suzanne Youngs

11/20/2002

**Signature of Reporting Person

Date

/S/ Richard P. Smith

By Suzanne Youngs pursuant to the power of attorney dated 9/10/02.

** 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 provided is insufficient, see Instruction 6 for procedure.