

TRICO BANCSHARES /
Form 4
March 14, 2007

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 *
MASTORAKIS ANDREW P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Retail Banking

(Street)

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

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

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 03/12/2007 | | F | | 7,232 | D | \$ 19.35 70,568.0118 |
| Common Stock | 03/12/2007 | | F | | 14,431 | D | \$ 17.375 56,137.0118 |
| Common Stock | 03/12/2007 | | F | | 12,736 | D | \$ 12.705 43,401.0118 |
| Common Stock | 03/12/2007 | | F | | 4,147 | D | \$ 12.705 39,254.0118 |
| Common Stock | 03/12/2007 | | X | | 9,000 | A | \$ 19.35 48,254.0118 |
| | 03/12/2007 | | X | | 20,000 | A | 68,254.0118 |

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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 <u>(1)</u> | 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.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | 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 |

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.