TRICO BANCSHARES /

Form 4 May 25, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

2005

0.5

Expires:

Estimated average

burden hours per response...

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

Common

Stock

05/25/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH RICHARD P			2. Issuer Name and Ticker or Trading Symbol TRICO BANCSHARES / [tcbk]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle) 3. Γ	3. Date of Earliest Transaction				(Check all applicable)				
() () () () () () () () () ()			onth/Day/Year	Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO			
	(Street)		f Amendment, ed(Month/Day/Y	dment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICO, CA 95973								Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any (Month/Day/	Code Year) (Instr.		4. Securi on Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or (D)	Price	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)	
Stock	05/25/2006		J <u>(1)</u>		0	A	\$ 0	20,900	D		
Common Stock	05/25/2006		<u>J(1)</u>		0	A	\$0	1,188,074	I	By TriCo ESOP of which I am	

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

J(1)

0

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Ι

170.7141

\$0

a Trustee

By Wife

Edgar Filing: TRICO BANCSHARES / - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. 5. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		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
						Data	F:		or
						Date Exercisable	Expiration	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
Options									
Common	\$ 25.91	05/23/2006		A	4,000	05/23/2007	05/23/2016	Common	4,000
	ψ 43.91	0312312000		А	7,000	0312312001	0312312010	Stock	1 ,000
Stock									

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

SMITH RICHARD P

63 CONSTITUTION DRIVE X President & CEO

CHICO, CA 95973

Signatures

Suzanne Youngs "Power of Attorney" 05/25/2006

**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.

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.

Reporting Owners 2