

VERESCHAGIN ALEX A JR  
Form 4  
January 16, 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 \*  
**VERESCHAGIN ALEX A JR**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/15/2009**

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Secretary of the Board

(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 Ownership (Instr. 4) |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |   |                                       |
|                                 |                                      |  |                                | Code  | V   | Price  |  |   |                                       |
| Common Stock                    | 01/16/2009                           |  | <u>J(1)</u>                    | 0   | A   | \$ 0   | 64,349                                     | D |                                       |
| Common Stock                    | 01/15/2009                           | 01/21/2009   | <u>P(2)</u>                    | 3,000   | A   | \$ 21  | 1,222,174                                  | I | By TriCo ESOP of which I am a Trustee |
| Common Stock                    | 01/16/2009                           | 01/22/2009   | <u>P(2)</u>                    | 1,000   | A   | \$ 21  | 1,223,174                                  | I | By TriCo ESOP of which I am a Trustee |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |                        |
|--------------------------------|---------------|-----------|---------|------------------------|
|                                | Director      | 10% Owner | Officer | Other                  |
| VERESCHAGIN ALEX A JR          | X             |           |         | Secretary of the Board |

## Signatures

Suzanne Youngs "Power of Attorney" 01/16/2009

\_\_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.
- (2) ESOP purchased shares. Purchase pursuant to 10b5-1 plan.

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.