

TRICO BANCSHARES /

Form 4

May 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

05/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

EVP, Risk Management

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/02/2006		X/K	1,842 D	\$ 12.705	9,611.9754	D
Common Stock	05/02/2006		X/K	2,158 D	\$ 17.375	7,453.9754	D
Common Stock	05/03/2006		J ⁽¹⁾	0 A	\$ 0	4,265	I
Common Stock	05/03/2006		J ⁽¹⁾	0 A	\$ 0	6,968.8827	I
Common Stock	05/02/2006		X/K	3,427 A	\$ 17.375	10,880.9754	D

By wife
with
broker

By wife

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Common Stock 05/02/2006 X/K 4,000 A \$ 12.705 14,880.9754 D

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

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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. Amount or Number of Shares
Common Stock Options	\$ 12.705	05/02/2006		X/K	4,000	07/08/2003 07/08/2013	Common Stock	4,000
Common Stock Options	\$ 17.375	05/02/2006		X/K	3,427	02/17/2004 02/17/2014	Common Stock	3,427

Reporting Owners

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

Signatures

Suzanne Youngs "Power of Attorney" 05/03/2006

**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.

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