

Koehnen Michael W
 Form 4
 February 17, 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 *
 Koehnen Michael W

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)
 63 CONSTITUTION DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2009

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

CHICO, CA 95973
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	02/17/2009		J ⁽¹⁾	0 A \$ 0	24,202 ⁽²⁾	D	CF Koehnen & Sons Profit Sharing which I am a Trustee
Common Stock	02/17/2009		J ⁽¹⁾	0 A \$ 0	8,600	I	Mother which I
Common Stock	02/17/2009		J ⁽¹⁾	0 A \$ 0	4,400	I	Mother which I

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Common Stock	02/17/2009	J ⁽¹⁾	0	A	\$ 0	1,400	I	am a Trustee By minor children
Common Stock	02/17/2009	J ⁽¹⁾	0	A	\$ 0	65,214	I	CF Koehnen & Sons of which I am an owner.
Common Stock	02/17/2009	J ⁽¹⁾	0	A	\$ 0	2,300	I	By Wife
Common Stock	02/17/2009	X	10,000	A	\$ 11.72	10,000	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Common Stock	\$ 11.72	02/17/2009		X	10,000	12/10/2003 12/10/2012	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koehnen Michael W 63 CONSTITUTION DRIVE CHICO, CA 95973	X			

Signatures

Suzanne Youngs "Power of
Attorney"

02/17/2009

__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) Shares held with broker.

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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