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TRICO BANCSHARES /  
Form 8-K  
December 22, 2008

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest  
event reported):

December 19, 2008

TriCo Bancshares  
(Exact name of registrant as specified in its charter)

California	0-10661	94-2792841
----- (State or other jurisdiction of incorporation or organization incorporation or organization)	----- (Commission File No.)	----- (I.R.S. Employer Identification No.)

63 Constitution Drive, Chico, California 95973

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (530) 898-0300

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)
- Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR  
240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors;  
Appointment of Certain Officers; Compensatory Arrangements of Certain  
Officers

(b) On December 19, 2008, Tri Counties Bank announced the retirement of Rick  
Hagstrom, Chief Operations Officer, effective December 31, 2008.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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99.1 Press release dated December 19, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 19, 2008 TRICO BANCSHARES  
(Registrant)

By: /s/ Thomas J. Reddish

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Thomas J. Reddish  
Executive Vice President  
Chief Financial Officer

Exhibit 99.1

TRICO BANCSHARES ANNOUNCES RETIREMENT OF CHIEF OPERATIONS OFFICER

PRESS RELEASE  
FOR IMMEDIATE RELEASE

Contact: Rick Smith  
President & CEO  
(530) 898-0300

CHICO, Calif. - (December 19, 2008) - TriCo Bancshares (NASDAQ: TCBK), parent company of Tri Counties Bank, today announced the retirement of Rick Hagstrom, Chief Operations Officer effective at year end. Mr. Hagstrom, 62 joined TriCo Bancshares following the acquisition of Sutter Butte Savings in 1996, where he served as President.

During his tenure at TriCo Bancshares, Mr. Hagstrom was primarily responsible for the Company's residential real estate mortgage operation. Over the past few years, Mr. Hagstrom provided leadership over numerous banking operations within the bank and as part of the executive management team.

Richard P. Smith, President and Chief Executive Officer expressed that, "Rick Hagstrom has been highly respected and valuable member of our team since joining us from Sutter Butte Savings. I will miss his friendship, leadership, and professionalism. Rick is a good man and we wish him and his lovely wife Vicki only the best as they embark on the next phase of their lives."

The bank plans to re-allocate resources from within the bank to absorb Mr. Hagstrom's job duties, Smith added.

TriCo Bancshares and Tri Counties Bank are headquartered in Chico, California. Tri Counties Bank has a 33-year history in the banking industry. Tri Counties Bank operates 32 traditional branch locations and 25 in-store branch locations in 23 California counties, and as of June 30, 2008, had approximately \$1.9 billion in assets. Tri Counties Bank offers financial services and provides a diversified line of products and services to consumers and businesses, which include demand, savings and time deposits, consumer finance, online banking, mortgage lending, and commercial banking throughout its market area. It operates a network of 64 ATMs and a 24-hour, seven days a week telephone customer service center. Brokerage services are provided at the Bank's offices by the Bank's association with Raymond James Financial, Inc. For further information please visit the Tri Counties Bank web-site at <http://www.tricountiesbank.com>.

