#### MID-STATE BANCSHARES

Form 4

January 29, 2003

## FORM 4

\_\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

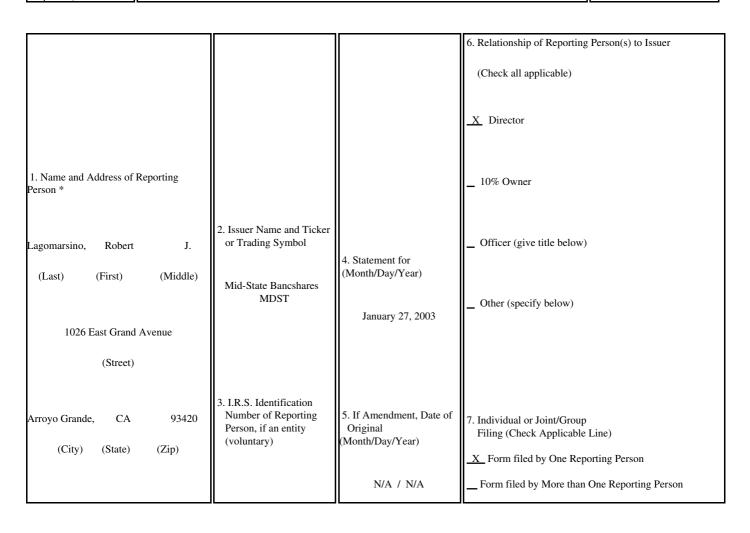
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5



#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/	Evacution		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Code	V	Amount	(A) or (D)	Price		

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.			4. Trans Code (Instr.	acti	Sect Acq (A) Disp onf (I (Ins	ivativaritie uired or bosed O) tr. 3,	5	Date	le and	7. Title an Amount o Underlyin Securities (Instr. 3 a	f g		9. Number of Derivative Securities	10. Ownership Form of Derivative	
Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisab	Exp	oiration Date	Title	or	8. Price of Derivative Security	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D)	11 of Be Ov (In
Non-Qualified Stock Option (right to buy)	\$15.95							1/9/03	1/	9/12	Common Stock	20,000		4,000 Vested/Available for Exercise	I	С
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(1) Options vest 20% per year on the anniversary date of the grant for five (5) years at which time the option is 100% vested. Optinee has another five (5) years from the five (5) year "100% vesting" anniversary date to exercise the shares in accordance with the terms and conditions of the 1996 Stock Option Plan.

/s/ Robert J. Lagomarsino
\*\* Signature of Reporting Person

01/27/2003 Date

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