

MID-STATE BANCSHARES  
 Form 4  
 March 07, 2003

<p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p><b>Washington, D.C. 20549</b></p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . 0.5</p>
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<p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;">Stathos      James      G.</p> <p style="text-align: center;">(Last)      (First)      (Middle)</p> <p style="text-align: center;">1026 East Grand Avenue</p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;">Arroyo Grande CA 93420</p> <p style="text-align: center;">(City)      (State)      (Zip)</p>	<p>2. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p style="text-align: center;">Mid-State Bancshares</p> <p style="text-align: center;">MDST</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> <p style="text-align: center;">NA</p>	<p>4. Statement for Month/Day/Year</p> <p style="text-align: center;">March 3, 2003</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p style="text-align: center;">NA</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;">-</p> <p>Executive Vice President/Chief Financial Officer</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
NA							

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2003		P		11.8758	A	\$16.42	2,734.2639 Shrs	D/Investor Services Program Administered by Mellon Investor Services	

**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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Non-Qualified Stock Option (right to buy) (1)	\$14.50								03/21/2002 (2)	03/21/2011	Common Stock	14,480		9,655 Shrs Vested/Available for Exercise on 03/21/2003 (3)	I	
Incentive Stock Option (right to buy)	\$14.50								03/21/2002 (2)	03/21/2011	Common Stock	9,658		0 Shrs Vested/Available for Exercise until 03/21/2004	I	
Non-Qualified Stock Option (right to buy) (4)	\$17.40								03/13/2003 (2)	03/13/2012	Common Stock	13,024		4,117 Shrs Vested/Available for Exercise on 03/13/2003 (5)	I	
Incentive Stock Option (right to buy)	\$17.40								03/13/2003 (2)	03/13/2012	Common Stock	7,564		0 Shrs Vested/Available for Exercise until 03/13/2005	I	
Non-Qualified Stock Option (right to buy)	\$17.10								02/19/2004 (2)	02/19/2013	Common Stock	19,187		0 Shrs Vested/Available for Exercise until 02/19/2004	I	
Incentive Stock Option (right to buy)	\$17.10								02/19/2004 (2)	02/19/2013	Common Stock	7,791		0 Shrs Vested/Available for Exercise until 02/19/2004	I	

Explanation of Responses:

- (1) 24,138 shares granted as an ISO under the 1996 Stock Option Plan. Due to the \$100K limitation, 14,480 shares were issued and treated as a non-qualified stock option, the remaining 9,658 shares granted were issued as an ISO.
- (2) Options vest 20% per year on the anniversary date of the grant for five (5) years at which time the option is 100% vested. Optionee has another five (5) years from the 100% vesting anniversary date to exercise the shares in accordance with the terms and conditions of the 1996 Stock Option Plan.
- (3) An additional 4,828 shares will vest on March 21, 2003 bringing the total number of vested shares available for exercise to 9,655 shares.
- (4) 20,588 shares granted as an ISO under the 1996 Stock Option Plan. Due to the \$100K limitation, 13,024 shares were issued and treated as a non-qualified stock option, the remaining 7,564 shares granted were issued as an ISO.
- (5) 4,117 shares will vest on March 13, 2003 bringing the total number of vested shares available for exercise to 4,117 shares.

/s/ James G. Stathos

03/05/2003

\*\* Signature of Reporting Person

Date

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

\* 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).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

*Last update: 09/05/2002*