

LOKEY JAMES W  
Form 4/A  
February 10, 2003

<p><b>FORM 4</b></p> <p>[X] 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>Washington, D.C. 20549</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>

<p>1. Name and Address of Reporting Person *</p> <p>Lokey James W. (Last) (First) (Middle)</p> <p>1026 East Grand Avenue (Street)</p> <p>Arroyo Grande CA 93420 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Mid-State Bancshares MDST</p>	<p>4. Statement for (Month/Day/Year)</p> <p>February 6, 2003</p>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>January 24, 2003</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> [ X ]</p> <p><input checked="" type="checkbox"/> [ X ] Director</p> <p><input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> [ X ] Officer (give title below)</p> <p>President/Chief Executive Officer</p> <p><input type="checkbox"/> Other (specify below)</p> <p>-</p>
				<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> [ X ]</p> <p><input checked="" type="checkbox"/> [ X ] Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>

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

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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/02		P		104.17839 Shrs	A		15,142.305180 Shrs	D/401(k) Plan	
Common Stock	01/02/03		P		7.73309 Shrs	A		15,150.038270 Shrs	D/401(k) Plan	
Common Stock	01/16/03		P		21.13446 Shrs	A		15,171.172730 Shrs	D/401(k) Plan	
Common Stock	01/23/03		P		77.706930 Shrs	A		15,248.879660 Shrs	D/401(k) Plan	

**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			
Incentive Stock Option (right to buy) (1)	\$14.00							02/09/01 (2)	02/09/10	Common Stock	35,710		14,284 Vested/Available to Exercise	I	
Non-Qualified Stock Option (right to buy)	\$14.00							02/09/01 (2)	02/09/10	Common Stock	114,290		45,716 Vested/Available to Exercise	I	
Non-Qualified Stock Option (right to buy) (3)	\$14.50							03/21/02 (2)	03/21/11	Common Stock	55,173		12,413 Vested/Available to Exercise	I	
Incentive Stock Option (right to buy)	\$14.50							03/21/02 (2)	03/21/11	Common Stock	6,896		0 Vested until 3/21/2006	I	
Non-Qualified Stock Option (right to buy) (4)	\$17.40							03/13/03 (2)	03/13/12	Common Stock	47,194		0 Vested until 3/13/2003	I	
Incentive Stock Option (right to buy)	\$17.40							03/13/03 (2)	03/13/12	Common Stock	5,747		0 Vested until 3/13/2007	I	

Explanation of Responses:

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(1) 150,000 shares granted as an ISO under the 1996 Stock Option Plan. Due to the \$100K limitation, remaining 114,290 shares were issued and treated as a non-qualified stock option.

(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 five (5) year "100% vesting" anniversary date to exercise the shares in accordance with the terms and conditions of the 1996 Stock Option Plan.

(3) 62,069 shares granted to Mr. Lokey intended as an ISO under the 1996 Stock Option Plan. Due to the \$100K limitation, 55,173 shares were issued and treated as a non-qualified stock option. The remaining 6,896 shares were issued as an ISO.

(4) 52,941 shares granted to Mr. Lokey intended as an ISO under the 1996 Stock Option Plan. Due to the \$100K limitation, 47,194 shares were issued and treated as a non-qualified stock option. The remaining 5,747 shares were issued as an ISO.

/s/ James W. Lokey

02/06/2003

\*\* 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).

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