

MID-STATE BANCSHARES
 Form 3
 December 06, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * ANDREWS GEORGE H (Last) (First) (Middle) 1026 EAST GRAND AVENUE (Street) ARROYO GRANDE, CA 93420 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/06/2004	3. Issuer Name and Ticker or Trading Symbol MID-STATE BANCSHARES [MDST]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	23,596	D	ANDREWS
Common Stock	35,465	I	Trustee of the C. W. Andrews Family Trust
Common Stock	4,505	I	Trustee of the Whiteford Children's Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock ⁽¹⁾	12/01/2005	12/01/2014	Common Stock ⁽¹⁾	20,000	\$ 30.61 ⁽²⁾	I	By Company ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS GEORGE H 1026 EAST GRAND AVENUE ARROYO GRANDE, CA 93420	X	A	A	A

Signatures

George H.
Andrews

12/06/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-Qualified Stock Option (right to buy) approved and granted to Mr. Andrews by the Board of Directors at the Board of Directors Meeting held November 17, 2004 to be effective December 1, 2004. Mr. Andrews is a newly elected director.
- (2) Option price established using the closing market value for MDST on December 1, 2004.
- (3) Non-Qualified Stock Option (right to buy) issued to Mr. Andrews. 20,000 shares were granted at the exercise price of \$30.61 per share. Under the terms of the Company's 1996 Stock Option Plan, this option grant vests 20% per year on the anniversary date of the grant for five (5) years at which time the option becomes 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 Company's Plan. No shares under this option are available for exercise until December 1, 2005 at which time it will be 20% vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.