

WESTAMERICA BANCORPORATION

Form 4

October 26, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*

PAYNE DAVID L

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

WESTAMERICA  
BANCORPORATION [WABC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)		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 Ownership (Instr. 4)	
				Code	V Amount Price				
Common Stock	10/24/2005		M		1,000	\$ 15.4583	1,000	D	Indirect Beneficial Ownership
Common Stock	10/24/2005		S		1,000	\$ 51.4529	0	D	Indirect Beneficial Ownership
Common Stock	10/24/2005		M		1,000	\$ 15.4583	1,000	D	Indirect Beneficial Ownership
Common Stock	10/24/2005		S		1,000	\$ 51.4874	0	D	Indirect Beneficial Ownership
Common Stock	10/24/2005		M		4,000	\$ 15.4583	4,000	D	Indirect Beneficial Ownership

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Common Stock	10/24/2005	S	4,000	D	\$ 51.49	0	D
Common Stock	10/24/2005	M	2,000	A	\$ 15.4583	2,000	D
Common Stock	10/24/2005	S	2,000	D	\$ 51.4905	0	D
Common Stock	10/24/2005	M	2,000	A	\$ 15.4583	2,000	D
Common Stock	10/24/2005	S	2,000	D	\$ 51.491	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.4934	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.4938	0	D
Common Stock	10/24/2005	M	2,000	A	\$ 15.4583	2,000	D
Common Stock	10/24/2005	S	2,000	D	\$ 51.4964	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.4966	0	D
Common Stock	10/24/2005	M	1,000	A	\$ 15.4583	1,000	D
Common Stock	10/24/2005	S	1,000	D	\$ 51.4985	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or Nu of SH	
			Code	V					
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1
	Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock	1

Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	900	01/24/1997 <sup>(1)</sup>	01/24/2006	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAYNE DAVID L	X		President, Chairman & CEO	

## Signatures

by: David L. Payne  
10/26/2005

\*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* 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).
- (1) Options vest ratably over three years beginning one year after grant date.

### Remarks:

To be continued. This is #2 of four filings.

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.