

PAYNE DAVID L
Form 4
July 28, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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
2. Issuer Name and Ticker or Trading Symbol WESTAMERICA BANCORPORATION [WABC]
3. Date of Earliest Transaction (Month/Day/Year) 07/24/2008
4. If Amendment, Date Original Filed (Month/Day/Year)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
6. Individual or Joint/Group Filing (Check Applicable Line)

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

Table with 7 main columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form, 7. Nature of Ownership. Includes rows for Common Stock transactions.

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Common Stock	07/24/2008	S	200	D	\$ 52.17	16,343	D
Common Stock	07/24/2008	M	2	A	\$ 34.5625	16,345	D
Common Stock	07/24/2008	S	2	D	\$ 52.15	16,343	D
Common Stock	07/24/2008	M	100	A	\$ 34.5625	16,443	D
Common Stock	07/24/2008	S	100	D	\$ 52.14	16,343	D
Common Stock	07/24/2008	M	100	A	\$ 34.5625	16,443	D
Common Stock	07/24/2008	S	100	D	\$ 52.12	16,343	D
Common Stock	07/24/2008	M	200	A	\$ 34.5625	16,543	D
Common Stock	07/24/2008	S	200	D	\$ 52.11	16,343	D
Common Stock	07/24/2008	M	100	A	\$ 34.5625	16,443	D
Common Stock	07/24/2008	S	100	D	\$ 52.1	16,343	D
Common Stock	07/24/2008	M	100	A	\$ 34.5625	16,443	D
Common Stock	07/24/2008	S	100	D	\$ 52.09	16,343	D
Common Stock	07/24/2008	M	100	A	\$ 34.5625	16,443	D
Common Stock	07/24/2008	S	100	D	\$ 52.07	16,343	D

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

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(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	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	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)						
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/28/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 34.5625		07/24/2008	M		01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	10

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PAYNE DAVID L

X

Chairman, President & CEO

Signatures

By: David L.

07/28/2008

Payne

**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 from date of grant.

Remarks:

This is filing #4 of 13 filings for this reporting person for this date.

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

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