

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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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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2008

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

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

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

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/24/2008		M		300 A \$ 34.5625	D	
Common Stock	07/24/2008		S		300 D \$ 51.02	D	
Common Stock	07/24/2008		M		100 A \$ 34.5625	D	
Common Stock	07/24/2008		S		100 D \$ 51.01	D	
Common Stock	07/24/2008		M		100 A \$ 34.5625	D	

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Common Stock	07/24/2008	S	100	D	\$ 51.0075	16,343	D	
Common Stock	07/24/2008	M	2,400	A	\$ 34.5625	18,743	D	
Common Stock	07/24/2008	S	2,400	D	\$ 51	16,343	D	
Common Stock	07/24/2008	M	23,246	A	\$ 34.5625	39,589	D	
Common Stock						10,924,913	I	ESOP
Common Stock						528,837 ⁽¹⁾	I	Gibson Radio & Publishing
Common Stock						459	I	By Daughter
Common Stock						462	I	By Son
Common Stock						224,006	I	By Trust

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008		M	300	01/28/2000 ⁽²⁾	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008		M	100	01/28/2000 ⁽²⁾	01/28/2009	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	100	01/28/2000 ⁽²⁾	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	2,400	01/28/2000 ⁽²⁾	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	23,246	01/28/2000 ⁽²⁾	01/28/2009	Common Stock

Reporting Owners

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

Signatures

/s/ David L.
Payne

07/28/2008

**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) The reporting person disclaims beneficial ownership of these shares.
 - (2) Options vest ratably over three years beginning one year from date of grant.

Remarks:

This is filing #13 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. 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.