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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.

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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	A or N o f S	
			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.

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