

PAYNE DAVID L
Form 4
July 22, 2010

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]

5. Relationship of Reporting Person(s) to Issuer

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

(Last) (First) (Middle)

WESTAMERICA
BANCORPORATION, 4550
MANGELS BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2010

(Street)

FAIRFIELD, CA 94534

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	07/20/2010		M		74,400	A	\$ 39.4062	394,495	I	By Trust
Common Stock	07/20/2010		S		74,400	D	\$ 51.87 (1)	320,095	I	By Trust
Common Stock	07/20/2010		M		9,990	A	\$ 39.4062	330,085	I	By Trust
Common Stock								0	D	
								459	I	

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Common Stock				By Daughter
Common Stock	528,837 ⁽²⁾	I		By Gibson Radio & Publishing Company
Common Stock	462	I		By Son
Common Stock	10,924,913	I		Esop

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

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified Stock Option (Right to Buy)	\$ 39.4062	07/20/2010		M	74,400	01/25/2002	01/25/2011	Common Stock	74,400
Non-qualified Stock Option (Right to Buy)	\$ 39.4062	07/20/2010		M	9,990	01/25/2002	01/25/2011	Common Stock	9,990

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAYNE DAVID L WESTAMERICA BANCORPORATION 4550 MANGELS BLVD. FAIRFIELD, CA 94534	X		Chairman, President & CEO	

Signatures

/s/ David L.
Payne

07/22/2010

__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) This is a weighted average price of multiple transactions for the same option. The price ranges from \$51.75 to \$52.41.
- (2) Mr. Payne is President and CEO of Gibson Radio and Publishing and disclaims beneficial ownership of these shares.

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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