WESTAMERICA BANCORPORATION

Form 4

October 26, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

PAYNE DAVID L Symbol WES'				2. Issuer Name and Ticker or Trading ymbol VESTAMERICA ANCORPORATION [WABC]				I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	(Month/Day/Year)				_	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President, Chairman & CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Non	ı-D	erivative	Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr. 8)	tion	or Dispos (Instr. 3,	sed of	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)
Common Stock	10/24/2005			Code V		Amount 1,000	A	Price \$ 15.4583	1,000	D	
Common Stock	10/24/2005			S		1,000	D	\$ 51.4529	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	\$ 51.4874	0	D	
Common Stock	10/24/2005			M		4,000	A	\$ 15.4583	4,000	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Optio (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.4583	10/24/2005	M	1,000	01/24/1997(1)	01/24/2006	Common Stock	1

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

**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.

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