

UNITED SECURITY BANCSHARES  
Form S-4/A  
January 16, 2007

As Filed With the Securities and Exchange Commission on January 16, 2007

Registration No. 333-139139

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 2

TO

### FORM S-4

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

## UNITED SECURITY BANCSHARES

(Exact Name of Registrant as Specified in its Charter)

**California**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**91-2112732**  
(I.R.S. Employer  
Identification Number)

**2126 Inyo Street, Fresno, California 93721**  
**(559) 248-4944**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dennis R. Woods, President and Chief Executive Officer**  
**United Security Bancshares**  
**2126 Inyo Street, Fresno, California 93721**  
**(559) 248-4944 / Fax: (559) 248-5088**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Gary Steven Findley, Esq.**  
**Gary Steven Findley & Associates**  
**1470 N. Hundley Street, Anaheim, California 92806**  
**(714) 630-7136 / Fax: (714) 630-7910**

**Daniel B. Eng, Esq.**  
**Bullivant Houser Bailey, P.C.**  
**1415 L Street, Suite 1000, Sacramento, California 95814**  
**(916) 930-2500 / Fax: (916) 930-2501**

Approximate date of commencement of proposed sale of the securities to the public:

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As soon as practicable after the effective date of this Registration Statement and the satisfaction or waiver of all other conditions to the merger described in the proxy statement-prospectus.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

### CALCULATION OF REGISTRATION FEE

| Title of Each Class<br>of Securities To Be Registered | Amount To Be<br>Registered | Proposed Maximum<br>Offering Price Per Unit | Proposed Maximum<br>Aggregate Offering Price | Amount of<br>Registration Fee |
|---|----------------------------|---|--|-------------------------------|
| Common Stock, no par value                            | 1,192,821                  | \$ 23.46                                    | \$ 27,983,580.66                             | (1) \$ 2,994.25 (2)           |

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(1) Pursuant to the provisions of Rule 457(o) the registration fee is calculated based on 1,192,821 shares of Registrant's common stock at \$23.46 per share, based on the closing price of Registrant's common stock on December 1, 2006.

(2) Previously paid.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement becomes effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 21. Exhibits and Financial Statement Schedules**

**(a) Exhibits**

8.1 Opinion re: tax matters

23.4 Consent of Bullivant Houser Bailey, P. C. is contained in Exhibit 8.1

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-4 to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Fresno, State of California, on January 11, 2007.

**United Security Bancshares**

By: /s/ Kenneth L. Donahue  
Kenneth L. Donahue, Senior Vice  
President, Principal Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature and Title   | Date             |
|---|------------------|
| * /s/ Kenneth L. Donahue<br>Robert G. Bitter, Secretary and Director                                | January 11, 2007 |
| * /s/ Kenneth L. Donahue<br>Stanley J. Cavalla, Director  | January 11, 2007 |
| /s/ Kenneth L. Donahue<br>Kenneth L. Donahue, Senior Vice President,<br>Principal Financial Officer | January 11, 2007 |
| * /s/ Kenneth L. Donahue<br>Tom Ellithorpe, Director  | January 11, 2007 |
| * /s/ Kenneth L. Donahue<br>R. Todd Henry, Director   | January 11, 2007 |
| * /s/ Kenneth L. Donahue<br>Ronnie D. Miller, Vice Chairman of the Board                            | January 11, 2007 |
| * /s/ Kenneth L. Donahue<br>Robert M. Mochizuki, Director   | January 11, 2007 |

\* /s/ Kenneth L. Donahue  
Walter Reinhard, Director

January 11, 2007

\* /s/ Kenneth L. Donahue  
John Terzian, Director

January 11, 2007

\* /s/ Kenneth L. Donahue  
Dennis R. Woods, Chairman of the Board,  
President and Chief Executive Officer

January 11, 2007

\* /s/ Kenneth L. Donahue  
Michael T. Woolf, D.D.S., Director

January 11, 2007

/s/ Richard Shupe  
Richard Shupe, Vice President, Controller

January 11, 2007

\* /s/ Kenneth L. Donahue  
Kenneth Donahue  
as attorney - in - fact pursuant to a  
power of attorney