

WESTAMERICA BANCORPORATION

Form 4

August 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
ZBACNIK FRANK R			WESTAMERICA BANCORPORATION [WABC]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			08/02/2006		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		SVP/Chief Credit Administrator	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> Form filed by More than One Reporting Person	

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2006		M		402	A	\$ 40.75
							437.4755
Common Stock	08/02/2006		S		402	D	\$ 48.14
							35.4755
Common Stock	08/02/2006		M		500	A	\$ 40.75
							535.4755
Common Stock	08/02/2006		S		500	D	\$ 48.12
							35.4755
Common Stock	08/02/2006		M		100	A	\$ 40.75
							135.4755

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Common Stock	08/02/2006		S	100	D	\$ 48.11	35.4755	D		
Common Stock	08/02/2006		M	500	A	\$ 40.75	535.4755	D		
Common Stock	08/02/2006		S	500	D	\$ 48.1	35.4755	D		
Common Stock	08/02/2006		M	100	A	\$ 40.75	135.4755	D		
Common Stock	08/02/2006		S	100	D	\$ 48.09	35.4755	D		
Common Stock	08/02/2006		M	700	A	\$ 40.75	735.4755	D		
Common Stock	08/02/2006		S	700	D	\$ 48.08	35.4755	D		
Common Stock	08/02/2006		M	802	A	\$ 40.75	837.4755	D		
Common Stock	08/02/2006		S	802	D	\$ 48.06	35.4755	D		
Common Stock	08/02/2006		M	769	A	\$ 40.75	804.4755	D		
Common Stock	08/02/2006		S	769	D	\$ 48.05	35.4755	D		
Common Stock	08/02/2006		M	127	A	\$ 40.75	162.4755	D		
Common Stock	08/02/2006		S	127	D	\$ 48.04	35.4755	D		
Common Stock							4,270	I		Deferred
Common Stock							10,503.661	I		ESOP

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	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	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	402	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	402	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	500	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	500	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	100	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	500	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	500	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	100	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	700	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	700	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	802	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	802	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	769	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	769	
Non-Qualified Stock Option (right to buy)	\$ 40.75	08/02/2006	M	127	01/23/2004 ⁽¹⁾	01/23/2013	Common Stock	127	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZBACNIK FRANK R			SVP/Chief Credit Administrator	

Signatures

/s/ Frank R.
Zbacnik

08/04/2006

__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 from date of grant.

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.