PAYNE DAVID L Form 4 July 28, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB 3235-0287

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

		2. Issuer Name and Ticker or Trading Symbol WESTAMERICA BANCORPORATION [WABC]]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)		(Month/	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2008				_X_ Director10% OwnerX_ Officer (give title Other (specify below) Chairman, President & 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)	Tal	ble I - Non	-Derivativ	e Secu	rities Acqu	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transacti Code (Instr. 8)	or Dispos (Instr. 3,	sed of 4 and 3		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	07/24/2008			M	300	A	\$ 34.5625	16,643	D	
Common Stock	07/24/2008			S	300	D	\$ 51.02	16,343	D	
Common Stock	07/24/2008			M	100	A	\$ 34.5625	16,443	D	
Common Stock	07/24/2008			S	100	D	\$ 51.01	16,343	D	
Common Stock	07/24/2008			M	100	A	\$ 34.5625	16,443	D	

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Common Stock	07/24/2008	S	100	D	\$ 51.0075	16,343	D	
Common Stock	07/24/2008	M	2,400	A	\$ 34.5625	18,743	D	
Common Stock	07/24/2008	S	2,400	D	\$ 51	16,343	D	
Common Stock	07/24/2008	M	23,246	A	\$ 34.5625	39,589	D	
Common Stock						10,924.913	I	ESOP
Common Stock						528,837 (1)	I	Gibson Radio & Publishing
Common Stock						459	I	By Daughter
Common Stock						462	I	By Son
Common Stock						224,006	I	By Trust

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	ransactionDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008		M		300	01/28/2000(2)	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008		M		100	01/28/2000(2)	01/28/2009	Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	100	01/28/2000(2)	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	2,400	01/28/2000(2)	01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/24/2008	M	23,246	01/28/2000(2)	01/28/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PAYNE DAVID L						
	X		Chairman, President & CEO			

Signatures

/s/ David L.
Payne

**Signature of Reporting Person

O7/28/2008

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) The reporting person disclaims beneficial ownership of these shares.
- (2) Options vest ratably over three years beginning one year from date of grant.

Remarks:

This is filing #13 of 13 filings for this reporting person for this date.

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.

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