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WESTCORP /CA/
Form S-8 POS
May 26, 2005

As filed with the Securities and Exchange Commission on May 26, 2005.
Registration No. 333-62676

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WESTCORP
(Exact name of issuer as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

51-0308535
(I.R.S. Employer Identification No.)

23 PASTEUR
IRVINE, CALIFORNIA
(Address of Principal Executive Offices)

92618
(Zip Code)

WESTCORP 2001 STOCK INCENTIVE PLAN
(Full title of the plan)

GUY DU BOSE, ESQ.
Vice President and General Counsel
WESTCORP
23 Pasteur
Irvine, California 92618
(Name and address of agent for service)
(949) 727-1044
(Telephone number, including area code,
of agent for service)

Approximate date of commencement of the proposed sale pursuant to the Plan:
As soon after the effective date of Post-Effective
Amendment No. 1 to the Registration Statement as options granted
under the Plan are sought to be exercised.

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 CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Registrat Fee |
|---|-------------------------------|--|--|----------------------------|
| Common Stock, \$1.00 par value..... | 3,000,000 | \$18.16 | \$54,480,000 | \$13,620 (1) |

 (1) Previously paid upon the filing of the original registration statement.

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EXPLANATORY NOTE

Westcorp is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, File No. 333-62676, filed with the Securities and Exchange Commission on June 8, 2001 for the purpose of filing the Westcorp 2001 Stock Incentive Plan, which is an amendment and restatement of the Westcorp 2001 Stock Option Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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Item 8

Exhibits

The exhibits filed as part of this Post-Effective Amendment No. 1 to the Registration Statement are as follows:

| | Exhibit Reference Number ----- |
|---|--------------------------------------|
| Westcorp 2001 Stock Incentive Plan | 4.1 |
| Opinion Regarding Legality of Securities | 5.1 |
| Consent of Mitchell Silberberg & Knupp LLP (included in its opinion contained in Exhibit 5.1) | 23.1 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned thereto duly authorized, in the City of Irvine, State of California, on May 26, 2005.

WESTCORP

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman of the
Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

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| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ ERNEST S. RADY ----- Ernest S. Rady | Director and Chairman of the Board (Principal Executive Officer) | May 26, 2005 |
| /s/ JUDITH M. BARDWICK ----- Judith M. Bardwick | Director | May 26, 2005 |
| /s/ ROBERT T. BARNUM ----- Robert T. Barnum | Director | May 26, 2005 |
| /s/ JAMES R. DOWLAN ----- James R. Dowlan | Director | May 26, 2005 |
| ----- Duane A. Nelles | Director | May , 2005 |
| /s/ HERRY M. RADY ----- Herry M. Rady | Director | May 26, 2005 |
| /s/ CHARLES E. SCRIBNER ----- Charles E. Scribner | Director | May 26, 2005 |
| /s/ THOMAS A. WOLFE ----- Thomas A. Wolfe | Director and President | May 26, 2005 |
| /s/ ROBERT J. COSTANTINO ----- Robert J. Costantino | Chief Financial Officer and Chief Operating Officer (Principal Financial and Accounting Officer) | May 26, 2005 |

INDEX TO EXHIBITS

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|-------------------------|--|
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23.1

Consent of Mitchell Silberberg & Knupp LLP (included
in its opinion contained in Exhibit 5.1)