

THORSON JOHN A
Form 4
August 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
THORSON JOHN A

2. Issuer Name and Ticker or Trading Symbol
WESTAMERICA
BANCORPORATION [WABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President/Treasurer

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/28/2005		M		600 A \$ 34.5625	3,606.4389	D
Common Stock	07/28/2005		S		600 D \$ 54.17	3,006.4389	D
Common Stock	07/28/2005		M		500 A \$ 34.5625	3,506.4389	D
Common Stock	07/28/2005		S		500 D \$ 54.16	3,006.4389	D
Common Stock	07/28/2005		M		500 A \$ 34.5625	3,506.4389	D

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Common Stock	07/28/2005	S	500	D	\$ 54.15	3,006.4389	D	
Common Stock	07/28/2005	M	700	A	\$ 34.5625	3,706.4389	D	
Common Stock	07/28/2005	S	700	D	\$ 54.14	3,006.4389	D	
Common Stock	07/28/2005	M	400	A	\$ 34.5625	3,406.4389	D	
Common Stock	07/28/2005	S	400	D	\$ 54.13	3,006.4389	D	
Common Stock	07/28/2005	M	675	A	\$ 34.5625	3,681.4389	D	
Common Stock	07/28/2005	S	675	D	\$ 54.12	3,006.4389	D	
Common Stock	07/28/2005	M	500	A	\$ 34.5625	3,506.4389	D	
Common Stock	07/28/2005	S	500	D	\$ 54.11	3,006.4389	D	
Common Stock	07/28/2005	M	574	A	\$ 34.5625	3,580.4389	D	
Common Stock	07/28/2005	S	574	D	\$ 54.1	3,006.4389	D	
Common Stock	07/28/2005	M	126	A	\$ 34.5625	3,132.4389	D	
Common Stock	07/28/2005	S	126	D	\$ 54.09	3,006.4389	D	
Common Stock	07/28/2005	M	5,000	A	\$ 34.5625	8,006.4389	D	
Common Stock	07/28/2005	S	5,000	D	\$ 53.99	3,006.4389 <u>(1)</u>	D	
Common Stock						415	I	by daughter SRT
Common Stock						415	I	by daughter RPT
Common Stock						151.221 <u>(2)</u>	I	ESOP
Common Stock						3,200	I	Deferred

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	600	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	500	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	500	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	700	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	400	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	675	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	500	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.5625	07/28/2005		M	574	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock
Non-Qualified Stock Option	\$ 34.5625	01/28/2005		M	126	01/28/2000 ⁽³⁾ 01/28/2009	Common Stock

(right to buy)

Non-qualified
 Stock Option \$ 34.5625 07/28/2005 M 5,000 01/28/2000⁽³⁾ 01/28/2009 Common
 (right to buy) Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORSON JOHN A			Sr. Vice President/Treasurer	

Signatures

By. John "Robert" A.
 Thorson 08/01/2005

 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) Includes dividends reinvested through 6/30/05.
- (2) Includes acquisitions through 6/30/05 in Westamerica Bancorporation's Tax Deferred Savings/Retirement (ESOP) Plan.
- (3) Options vest ratably over three years beginning one year after date of grant.

Remarks:

This Form 4 is #2 of two.

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