

WESTAMERICA BANCORPORATION
 Form 4
 April 30, 2008

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 *
 PAYNE DAVID L

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)

 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2008
 4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/28/2008		M		385 A \$ 34.5625	6,807	D
Common Stock	04/28/2008		S		385 D \$ 59.5	6,422	D
Common Stock	04/28/2008		M		100 A \$ 34.5625	6,522	D
Common Stock	04/28/2008		S		100 D \$ 59.495	6,422	D
Common Stock	04/28/2008		M		200 A \$ 34.5625	6,622	D

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Common Stock	04/28/2008	S	200	D	\$ 59.49	6,422	D
Common Stock	04/28/2008	M	100	A	\$ 34.5625	6,522	D
Common Stock	04/28/2008	S	100	D	\$ 59.485	6,422	D
Common Stock	04/28/2008	M	31	A	\$ 34.5625	6,453	D
Common Stock	04/28/2008	S	31	D	\$ 59.48	6,422	D
Common Stock	04/28/2008	M	100	A	\$ 34.5625	6,522	D
Common Stock	04/28/2008	S	100	D	\$ 59.475	6,422	D
Common Stock	04/28/2008	M	100	A	\$ 34.5625	6,522	D
Common Stock	04/28/2008	S	100	D	\$ 59.455	6,422	D
Common Stock	04/28/2008	M	200	A	\$ 34.5625	6,622	D
Common Stock	04/28/2008	S	200	D	\$ 59.445	6,422	D
Common Stock	04/28/2008	M	315	A	\$ 34.5625	6,737	D
Common Stock	04/28/2008	S	315	D	\$ 59.44	6,422	D
Common Stock	04/28/2008	M	200	A	\$ 34.5625	6,622	D
Common Stock	04/28/2008	S	200	D	\$ 59.42	6,422	D

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	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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	385	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	385
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	100	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	200	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	100	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	31	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	31
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	100	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	100	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	200	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	315	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	315
Non-Qualified Stock Option (right to buy)	\$ 34.5625	04/28/2008	M	200	01/28/2000 ⁽¹⁾	01/28/2009	Common Stock	200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PAYNE DAVID L

X

Chairman, President & CEO

Signatures

/s/ David L.

04/30/2008

Payne

**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.

Remarks:

This is filing #2 of five filings for this date for this reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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