

PAYNE DAVID L
Form 4/A
October 30, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

4. If Amendment, Date Original Filed (Month/Day/Year)
10/29/2007

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	10/25/2007		M		200	A	\$ 32.7917	200	D	
Common Stock	10/25/2007		S		200	D	\$ 47.12	0	D	
Common Stock	10/25/2007		M		1,400	A	\$ 32.7917	1,400	D	
Common Stock	10/25/2007		S		1,400	D	\$ 47.1	0	D	
Common Stock	10/25/2007		M		100	A	\$ 32.7917	100	D	

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Common Stock	10/25/2007		S	100	D	\$ 47.09	0	D
Common Stock	10/25/2007		M	100	A	\$ 32.7917	100	D
Common Stock	10/25/2007		S	100	D	\$ 47.08	0	D
Common Stock	10/25/2007		M	200	A	\$ 32.7917	200	D
Common Stock	10/25/2007		S	200	D	\$ 47.06	0	D
Common Stock	10/25/2007		M	100	A	\$ 32.7917	100	D
Common Stock	10/25/2007		S	100	D	\$ 47.05	0	D
Common Stock	10/25/2007		M	100	A	\$ 32.7917	100	D
Common Stock	10/25/2007		S	100	D	\$ 47.02	0	D
Common Stock	10/25/2007		M	100	A	\$ 32.7917	100	D
Common Stock	10/25/2007		S	100	D	\$ 47.01	0	D
Common Stock	10/25/2007		M	200	A	\$ 32.7917	200	D
Common Stock	10/25/2007		S	200	D	\$ 47	0	D
Common Stock	10/25/2007		M	498	A	\$ 32.7917	498	D
Common Stock	10/25/2007		S	498	D	\$ 46.96	0	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 Acquired	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		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or Nu of SH
			Code	V (A) (D)				
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	498	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	402	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	200	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	1,500	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	300	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
	Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	200	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	300	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	100	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	1,300	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	107	01/21/1999 ⁽¹⁾	01/21/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.7917	10/25/2007	M	111	01/21/1999 ⁽¹⁾	01/21/2008	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

10/30/2007

**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.

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Remarks:

This is filing #2 of 3 amended filings. It amends filing #2 of 9 filings to correct all totals in Column 9 of Table II.

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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