

WESTAMERICA BANCORPORATION

Form 4

January 26, 2017

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

WESTAMERICA
BANCORPORATION

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP/Chief Financial Officer

4550 MANGELS BLVD 94534

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)

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	(A) or (D)	Price		
Common Stock	01/24/2017		M		400	A	\$ 50.76	400	D
Common Stock	01/24/2017		S		400	D	\$ 56.99	0	D
Common Stock	01/24/2017		M		1,200	A	\$ 42.695	1,200	D
Common Stock	01/24/2017		S		1,200	D	\$ 56.7515	0	D
Common Stock	01/25/2017		M		20,800	A	\$ 50.76	20,800	D

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Common Stock	01/25/2017	S	20,800	D	\$ 56.9995	0	D	
Common Stock	01/25/2017	M	21,800	A	\$ 53.35	21,800	D	
Common Stock	01/25/2017	S	21,800	D	\$ 57.1969	0	D	
Common Stock	01/25/2017	M	7,600	A	\$ 42.695	7,600	D	
Common Stock	01/25/2017	S	7,600	D	\$ 56.8249	0	D	
Common Stock						415	I	as UGMA
Common Stock						415	I	as UGMA
Common Stock						118.349	I	Esop
Common Stock						7,152	I	By Trust

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 Securities (Instr. 3 and 4)	8. Additional Information		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified Stock Option (Right to Buy)	\$ 50.76	01/24/2017		M		400		01/27/2012 ⁽¹⁾	01/27/2021	Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 42.695	01/24/2017		M		1,200		01/22/2016 ⁽¹⁾	01/22/2025	Common Stock	

Non-qualified Stock Option (Right to Buy)	\$ 50.76	01/25/2017	M	20,800	01/27/2012 ⁽¹⁾	01/27/2021	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 53.35	01/25/2017	M	21,800	01/23/2015 ⁽¹⁾	01/23/2024	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 42.695	01/25/2017	M	7,600	01/22/2016 ⁽¹⁾	01/22/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORSON JOHN A WESTAMERICA BANCORPORATION 4550 MANGELS BLVD 94534			SVP/Chief Financial Officer	

Signatures

/s/John "Robert" A.
Thorson

01/26/2017

__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.

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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