

WESTAMERICA BANCORPORATION  
 Form 4  
 January 26, 2017

**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)  
**WESTAMERICA BANCORPORATION**  
 (Street)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify 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)  
 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 Ownership (Instr. 4)
				Code	V Amount 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 50.76	01/24/2017		M	400	01/27/2012 <sup>(1)</sup>	01/27/2021	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 42.695	01/24/2017		M	1,200	01/22/2016 <sup>(1)</sup>	01/22/2025	Common Stock

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

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