

SCHNECK JAMES J
 Form 4
 February 06, 2018

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 *
 SCHNECK JAMES J

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)
 02/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP/General Auditor

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				(A) or (D)	Price
Common Stock	02/02/2018		M			6,000	A	\$ 56.625	6,025	D	
Common Stock	02/02/2018		M			6,000	A	\$ 50.76	12,025	D	
Common Stock	02/02/2018		M			6,300	A	\$ 45.93	18,325	D	
Common Stock	02/02/2018		M			7,400	A	\$ 43.71	25,725	D	
Common Stock	02/02/2018		M			6,300	A	\$ 53.35	32,025	D	

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Common Stock	02/02/2018	M	7,900	A	\$ 42.695	39,925	D	
Common Stock	02/02/2018	M	5,333	A	\$ 42.33	45,258	D	
Common Stock	02/02/2018	M	1,967	A	\$ 57.1775	47,225	D	
Common Stock	02/02/2018	S	47,200	D	\$ 58.7947 (1)	25	D	
Common Stock						960.881	I	ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
Non-qualified Stock Option (Right to Buy)	\$ 56.625	02/02/2018		M	6,000	01/28/2011 ⁽²⁾ 01/28/2020	Common Stock 6
Non-qualified Stock Option (Right to Buy)	\$ 50.76	02/02/2018		M	6,000	01/27/2012 ⁽²⁾ 01/27/2021	Common Stock 6
Non-qualified Stock Option (Right to Buy)	\$ 45.93	02/02/2018		M	6,300	01/26/2013 ⁽²⁾ 01/26/2022	Common Stock 6
Non-qualified Stock Option (Right to Buy)	\$ 43.71	02/02/2018		M	7,400	01/24/2014 ⁽²⁾ 01/24/2023	Common Stock 7
	\$ 53.35	02/02/2018		M	6,300	01/23/2015 ⁽²⁾ 01/23/2024	Common Stock 6

Non-qualified Stock Option (Right to Buy)								Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 42.695	02/02/2018	M	7,900	01/22/2016 ⁽²⁾	01/22/2025		Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 42.33	02/02/2018	M	5,333	01/28/2017 ⁽²⁾	01/28/2026		Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 57.1775	02/02/2018	M	1,967	01/26/2018 ⁽²⁾	01/26/2027		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNECK JAMES J WESTAMERICA BANCORPORATION 4550 MANGELS BLVD. 94534			VP/General Auditor	

Signatures

/s/ James J.
Schneck

02/06/2018

**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) This is a weighted average price of multiple transactions for the same option. The sale price ranges from \$58.2600 to \$59.5700

(2) 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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