

WESTAMERICA BANCORPORATION  
 Form 4  
 October 26, 2016

**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)  
 10/24/2016

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |      |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |      |
| Common Stock                    | 10/24/2016                           |  | M                              | A   | 5,900   | \$ 48.39   | 5,925   | D    |
| Common Stock                    | 10/24/2016                           |  | S                              | D   | 5,900   | \$ 49.4946   | 25  | D    |
| Common Stock                    |                                      |  |                                |   |   |  | 784.524 <sup>(2)</sup>                                | 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 SEC 1474 (9-02)

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**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)  | \$ 48.39   | 10/24/2016                           |  | M                              | 5,900   | 01/25/2008 <sup>(3)</sup> 01/25/2017                     | Common Stock  |

## Reporting Owners

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

## Signatures

/s/ James J. Schneck 10/25/2016

\*\*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 \$49.4468 to \$49.6500
- (2) Includes shares acquired under Westamerica Bancorporation's Tax Deferred Savings/Retirement (ESOP) Plan since the date of the reporting person's last ownership report.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.