

WESTCORP /CA/  
Form S-3MEF  
July 02, 2003

As filed with the Securities and Exchange Commission on July 2, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Westcorp**

*(Exact name of registrant as specified in its charter)*

**California**  
*(State or other jurisdiction of  
incorporation or organization)*

**51-0308535**  
*(I.R.S. Employer  
Identification Number)*

**23 Pasteur  
Irvine, California 92618-3816  
(949) 727-1002**  
*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)*

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**Ernest S. Rady  
Chief Executive Officer  
Westcorp  
23 Pasteur  
Irvine, California 92618-3816  
(949) 727-1002**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

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**Copies to:**

**Andrew E. Katz, Esq.  
Mitchell Silberberg & Knupp LLP  
11377 West Olympic Boulevard  
Los Angeles, California 90064-1683  
(310) 312-2000**

**Gregg A. Noel, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
300 South Grand Avenue  
Los Angeles, CA 90071  
(213) 687-5000**

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**Approximate date of commencement of proposed sale to the public:** As promptly as possible following the declaration of effectiveness of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  p  
Registration No. 333-106037

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.  o

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Aggregate Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(1)(2)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$1 per share	904,000	\$28.00	\$25,312,000	\$2,048

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(1) Includes shares of common stock that may be sold pursuant to the underwriters' option to purchase additional shares.

(2) Calculated in accordance with Rule 457, based upon the price at which the securities will be sold.

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**Explanatory Note**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, the signature page, an exhibit index, an exhibit 5 opinion, an accountant's consent and the other documents listed on the exhibit index, if any. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3, as amended (File No. 333-106037) of Westcorp, including the exhibits thereto, are incorporated by reference into this registration statement.

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\*By: /s/ GUY DU BOSE

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Guy Du Bose  
Attorney-in-fact

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<b>Exhibit No.</b>	<b>Description of Exhibit</b>
5	Opinion of Mitchell Silberberg & Knupp LLP with respect to legality
23.1	Consent of Ernst & Young LLP
23.2	Consent of Mitchell Silberberg & Knupp LLP (included in Exhibit 5, above)
24	Power of attorney (filed as Exhibit 24 to the registration statement of Westcorp (File No. 333-106037) on June 11, 2003 and incorporated herein by reference.)