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WESTCORP /CA/  
Form S-8  
June 08, 2001

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As filed with the Securities and Exchange Commission on June 8, 2001  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933  
-----

WESTCORP  
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(Exact Name of Registrant as Specified in Charter)

CALIFORNIA  
(Jurisdiction of Incorporation  
or Organization)

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

23 PASTEUR ROAD  
IRVINE, CALIFORNIA 92713-9762  
(Address of Principal Executive Offices)

WESTCORP 2001 STOCK OPTION PLAN  
(Full title of the Plan)

Guy DuBose  
General Counsel  
23 Pasteur Road  
Irvine, California 92618-3816  
(949) 727-1044  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copies of communications to:

Andrew E. Katz, Esq.  
Mitchell, Silberberg & Knupp LLP  
11377 West Olympic Boulevard  
Los Angeles, California 90064-1683  
(310) 312-3738

CALCULATION OF REGISTRATION FEE

| Title of Each<br>Class of<br>Securities<br>to be<br>Registered | Amount<br>to be<br>Registered | Proposed<br>Maximum<br>Offering<br>Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price |
|----------------------------------------------------------------|-------------------------------|-------------------------------------------------------|-------------------------------------------------------|
|                                                                |                               |                                                       |                                                       |

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Common Stock, par value \$1.00 per share 3,000,000 \$18.16(1) \$54,480,000(1)

(1) Computed pursuant to Rules 457(c) and 457(h)(1) based on the average of the high (\$18.32) and low (\$18) sales price of the Common Stock as reported on the New York Stock Exchange, Inc. on June 1, 2001.

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PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E for the purpose of registering additional shares of Common Stock of Westcorp (the "Registrant") issuable under the Westcorp 2001 Stock Option Plan (the "Plan"). The information set forth below is incorporated by reference in this Registration Statement as provided by General Instruction E and as otherwise provided by the General Instructions to Form S-8. The Registrant and the Plan each hereby incorporates by reference in this Registration Statement the following documents filed with the Commission by the Registrant or the Plan pursuant to the Exchange Act of 1934, as amended:

1. The Registrant's Annual Report on Form 10-K, as amended, for the year ended December 31, 2000;
2. The Registrant's Quarterly Report on Form 10-Q filed on March 31, 2001;
3. The description of the common stock of the Company contained in Item 9 of the Registrant's registration statement on Form S-1 filed with the Commission on May 21, 1986 (Registration No. 33-04295), including any amendment filed for the purpose of updating such description.
4. All other reports filed by the Registrant or the Plan pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in paragraph 1, above.

All documents and other reports subsequently filed by the Registrant or the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this

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Registration Statement.

EXHIBITS

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

UNDERTAKINGS

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Irvine, California, on June 6, 2001

WESTCORP

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

| Signatures<br>-----                                   | Title<br>-----                                    | Date<br>---- |
|-------------------------------------------------------|---------------------------------------------------|--------------|
| /s/ ERNEST S. RADY<br>-----<br>Ernest S. Rady         | Chairman of the Board and Chief Executive Officer | June 6, 2001 |
| /s/ JUDITH M. BARDWICK<br>-----<br>Judith M. Bardwick | Director                                          | June 6, 2001 |
| /s/ ROBERT T. BARNUM<br>-----<br>Robert T. Barnum     | Director                                          | June 6, 2001 |

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|                                                         |                                                                                                   |              |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------|
| /s/ STANLEY E. FOSTER<br>-----<br>Stanley E. Foster     | Director                                                                                          | June 6, 2001 |
| /s/ HOWARD R. REESE<br>-----<br>Howard R. Reese         | Director                                                                                          | June 6, 2001 |
| /s/ CHARLES E. SCRIBNER<br>-----<br>Charles E. Scribner | Director                                                                                          | June 6, 2001 |
| /s/ LEE A. WHATCOTT<br>-----<br>Lee A. Whatcott         | Executive Vice President (Principal Financial and Accounting Officer) and Chief Financial Officer | June 6, 2001 |

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INDEX TO EXHIBITS

| Exhibit<br>No.<br>----- | Exhibit<br>-----                                                                                |
|-------------------------|-------------------------------------------------------------------------------------------------|
| 4                       | Westcorp 2001 Stock Option Plan, effective as of February 15, 2001                              |
| 5                       | Opinion of Mitchell, Silberberg & Knupp LLP re: legality                                        |
| 23.1                    | Consent of Mitchell, Silberberg & Knupp LLP<br>(included in its opinion contained in Exhibit 5) |
| 23.2                    | Consent of Ernst & Young LLP                                                                    |

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