

WESTAMERICA BANCORPORATION  
 Form 4  
 January 25, 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 \*  
**HANSEN DENNIS R**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/23/2017**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**SVP/Systems & Operations Mgr.**

**WESTAMERICA BANCORPORATION**

(Street)

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

**4550 MANGELS BLVD 94534**

(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                    | 01/23/2017                           |  | M                              |   |   | 19,882 | A   | \$ 48.39   | 19,912                            | D          |       |
| Common Stock                    | 01/23/2017                           |  | S                              |   |   | 19,882 | D   | \$ 56.3893   | 30                                | D          |       |
| Common Stock                    | 01/23/2017                           |  | M                              |   |   | 20,930 | A   | \$ 47.13   | 20,960                            | D          |       |
| Common Stock                    | 01/23/2017                           |  | S                              |   |   | 20,930 | D   | \$ 56.3893   | 30                                | D          |       |
| Common Stock                    | 01/23/2017                           |  | M                              |   |   | 19,600 | A   | \$ 43.015  | 19,630                            | D          |       |

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|              |            |   |        |   |            |            |   |          |
|--------------|------------|---|--------|---|------------|------------|---|----------|
| Common Stock | 01/23/2017 | S | 19,600 | D | \$ 56.3893 | 30         | D |          |
| Common Stock | 01/23/2017 | M | 19,200 | A | \$ 50.76   | 19,230     | D |          |
| Common Stock | 01/23/2017 | S | 19,200 | D | \$ 56.3893 | 30         | D |          |
| Common Stock | 01/23/2017 | M | 19,400 | A | \$ 45.93   | 19,430     | D |          |
| Common Stock | 01/23/2017 | S | 19,400 | D | \$ 56.3893 | 30         | D |          |
| Common Stock | 01/23/2017 | M | 22,100 | A | \$ 43.71   | 22,130     | D |          |
| Common Stock | 01/23/2017 | S | 22,100 | D | \$ 56.3893 | 30         | D |          |
| Common Stock |            |   |        |   |            | 14,780     | I | Deferred |
| Common Stock |            |   |        |   |            | 28,764.799 | I | Esop     |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (Right to Buy)  | \$ 48.39   | 01/23/2017                           |  | M                              | 19,882  | 01/25/2008 <sup>(1)</sup> 01/25/2017                     | Common Stock                                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 47.13   | 01/23/2017                           |  | M                              | 20,930  | 01/24/2009 <sup>(2)</sup> 01/24/2018                     | Common Stock                                      |

|   |           |            |   |        |                           |            |                 |
|---|-----------|------------|---|--------|---------------------------|------------|-----------------|
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 43.015 | 01/23/2017 | M | 19,600 | 01/21/2010 <sup>(3)</sup> | 01/21/2019 | Common<br>Stock |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 50.76  | 01/23/2017 | M | 19,200 | 01/27/2012 <sup>(4)</sup> | 01/27/2021 | Common<br>Stock |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 45.93  | 01/23/2017 | M | 19,400 | 01/26/2013 <sup>(2)</sup> | 01/26/2022 | Common<br>Stock |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 43.71  | 01/23/2017 | M | 22,100 | 01/24/2014 <sup>(5)</sup> | 01/24/2023 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| HANSEN DENNIS R<br>WESTAMERICA BANCORPORATION<br>4550 MANGELS BLVD 94534 |               |           | SVP/Systems & Operations Mgr. |       |

## Signatures

/s/ Dennis R.  
Hansen

01/24/2017

\*\*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) The options vest ratably over three years beginning one year from date of grant.
- (2) Options vest ratably over three years beginning one year from date of grant.
- (3) Shares vest ratably over three years beginning one year from date of grant.
- (4) Options vests ratably over three years beginning one year from date of grant.
- (5) Options vest ratably over three years beginning one year after grant date.

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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