WESTAMERICA BANCORPORATION

Form 8-K October 19, 2007

Page 1

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 16, 2007

WESTAMERICA BANCORPORATION

(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA

(State or Other Jurisdiction of Incorporation)

001-9383 94-2156203

(Commission File Number) (IRS Employer Identification No.)

(707) 863-6000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c))

Page 2

Exhibits

99.1 Press release dated October 16, 2007

Item 2.02: Results of Operations and Financial Condition

On October 16, 2007 Westamerica Bancorporation announced their earnings for the third quarter of 2007. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Page 3

Signatures

Pursuant to the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Westamerica Bancorporation

/s/ JOHN "ROBERT" THORSON

John "Robert" Thorson Senior Vice President and Chief Financial Officer

October 18, 2007

Page 4

INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Number Page
(99.1)	Press release dated	5-16
	October 16, 2007	

Page 5

FOR IMMEDIATE RELEASE October 16, 2007

WESTAMERICA BANCORPORATION REPORTS QUARTERLY EARNINGS

FOR THIRD QUARTER 2007

San Rafael, CA: Westamerica Bancorporation (NASDAQ: WABC), parent company of Westamerica Bank, today reported net income of \$22.0 million for the third quarter of 2007, compared to \$22.4 million for the second quarter of 2007 and \$24.2 million for the third quarter of 2006. Third quarter 2007 diluted earnings per share were \$0.74, compared to \$0.74 for the second quarter of 2007 and \$0.77 for the third quarter of 2006. Return on average common equity (ROE) for the third quarter of 2007 was 21.7 percent and return on assets (ROA) was 1.89 percent.

For the first nine months of 2007, net income totaled \$67.9 million, compared to \$74.8 million for the same period in 2006. Diluted earnings per share were \$2.24 for the first nine months of 2007, compared to \$2.34 for the same period in 2006. For the first nine months of 2007, ROE was 22.2 percent and ROA was 1.95 percent.

"Our net interest margin was essentially stable in the third quarter of 2007, down only 0.02 percent from the prior quarter. We expect to begin realizing margin expansion as the September 2007 reduction in the federal funds rate causes interest rate re-pricing of our funding sources at a faster pace than our loans and investments," said Chairman, President and CEO David Payne. "During the third quarter 2007, our credit quality remained stable in spite of the slowing economy. We have worked hard to achieve the seven percent increase in our non-interest revenues and four percent reduction in our expenses in the first nine months of 2007 compared to the same period last year," added Payne.

Page 6

Net interest income on a fully taxable equivalent (FTE) basis was \$45.6 million in the third quarter of 2007 compared to \$46.1 million and \$50.2 million in the second quarter of 2007 and the third quarter of 2006, respectively. The third quarter of 2007 net interest margin (FTE) was 4.34 percent, down from 4.36 percent and 4.54 percent in the second quarter of 2007 and the third quarter of 2006, respectively.

Noninterest income for the first nine months of 2007 totaled \$44.6\$ million, increased from <math>\$41.6\$ million in the first nine months of 2006. The <math>\$3.0\$ million increase is primarily due to:

- * \$1.4 million increase in service charges on deposit accounts.
- * \$800 thousand higher merchant credit card income.
- * \$200 thousand increase in debit card and ATM fees.
- $\ ^*$ \$800 thousand gain from life insurance proceeds recognized in the first quarter of 2007.

Noninterest expense for the first nine months of 2007 was \$74.2 million, reduced from \$77.2 million for the first nine months of 2006. The \$3.0 million decline is primarily due to:

- * \$2.1 million lower personnel costs.
- \star \$500 thousand reduction in professional fees.
- * \$300 thousand lower occupancy and equipment expense.
- * \$300 thousand decline in amortization of intangible assets.
- * \$300 thousand increase in data processing expenses.

The higher data processing expenses and a portion of the lower personnel costs are due to conversion of the Company's item processing function to an outside vendor. This conversion is not expected to change overall expenses by a meaningful amount. The FTE efficiency ratio (expenses divided by revenues) for the first nine months of 2007 was 40.5 percent, compared to 39.1 percent for the first nine months of 2006.

Page 7

The provision for credit losses was \$75 thousand for the third quarter of 2007, unchanged from the previous and year ago quarters.

At September 30, 2007, shareholders' equity was \$404 million and the Company's total regulatory capital ratio was 10.7 percent, which exceeds the "well-capitalized" level of 10 percent under regulatory requirements. During the third quarter 2007, shares repurchased, net of shares issued, totaled 354 thousand shares. At September 30, 2007, 1.8 million shares remain authorized under the Company's stock repurchase plan.

Westamerica Bancorporation, through its wholly owned subsidiary Westamerica Bank, operates 87 branches throughout 21 Northern and Central California counties. At September 30, 2007, the company had total assets outstanding of \$4.7 billion.

Westamerica Bancorporation Web Address: www.westamerica.com

For additional information contact:

We stamerica Bancorporation Robert A. Thorson - SVP & Chief Financial Officer 707-863-6840

Page 8

FORWARD-LOOKING INFORMATION:

The following appears in accordance with the Private Securities Litigation Reform Act of 1995:

This press release may contain forward-looking statements about the Company, including descriptions of plans or objectives of its management for future operations, products or services, and forecasts of its revenues, earnings or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include the words "believe," "expect," "anticipate," "intend," "plan," "estimate," or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," or "may."

Forward-looking statements, by their nature, are subject to risks and uncertainties. A number of factors - many of which are beyond the Company's control - could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. The Company's most recent annual and quarterly reports filed with the Securities and Exchange Commission, including the Company's Form 10-Q for the quarter ended June 30, 2007, and Form 10-K for the year ended December 31, 2006, describe some of these factors, including certain credit, market, operational, liquidity and interest rate risks associated with the Company's business and operations. Other factors described in these reports include changes in business and economic conditions, competition, fiscal and monetary policies, disintermediation, legislation including the Sarbanes-Oxley Act of 2002 and the Gramm-Leach-Bliley Act of 1999, and mergers and acquisitions.

Forward-looking statements speak only as of the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date forward looking statements are made.

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Page 9 WESTAMERICA BANCORPORATION Public Information October 16, 2007 FINANCIAL HIGHLIGHTS September 30, 2007

1. Net Income Summary.

	(dollars in thousands except per-share amounts) Q3'07 / Q3'0				
	Q3'07		Q3'06		
1 Net Interest Income (Fully Taxable Equivalent)	\$45,563	\$50,198	-9.2%	\$46 , 059	-1.1%
<pre>2 Provision for Credit Losses 3 Noninterest Income:</pre>	75	75	0.0%	75	0.0%
4 Life Insurance Gains	0	0	n/m	0	n/m
5 Other	14,644	13,899		14,700	
6 Total Noninterest Income	14,644	13,899		14,700	
7 Noninterest Expense	24,853	25 , 403	-2.2% 	24 , 706	0.6%
8 Income Before Taxes (FTE)	35,279	38,619		35 , 978	
	13,257			13,627	-2.7%
10 Net Income	\$22,022	\$24 , 237	-9.1% ==	\$22 , 351	-1.5% =
11 Average Shares Outstanding	29.532	31.070	-5.0%	29.938	-1.4%
12 Diluted Average Shares	29,915				
Outstanding 13 Operating Ratios:					
14 Basic Earnings Per Share	\$0.75	\$0.78	-4.4%	\$0.75	0.0%
	\$0.74	0.77	-4.1%	0.74	0.0%
16 Return On Assets	1.89%	1.98%		1.92%	
17 Return On Equity	21.7%	22.7%		21.9%	
18 Net Interest Margin (FTE)				4.36%	
19 Efficiency Ratio (FTE)	41.3%	39.6%		40.7%	
20 Dividends Paid Per Share		\$0.32	6.3%	\$0.34	0.0%
21 Dividend Payout Ratio	46%	42%		46%	

2. Net Interest Income.

	(dollars in t	housands)			
	Q3 ' 07	Q3 ' 06	Q3'07 / Q3'06	Q2 ' 07	Q3'07 / Q2'07
1 Interest and Fee Income (FTE)	\$64,708	\$67 , 186	-3.7%	\$64 , 875	-0.3%

2 Interest Expense	19,145	16,988	12.7%	18,816	1.7%
3 Net Interest Income (FTE)	\$45,563	\$50,198 ======	-9.2% ==	\$46,059 ======	-1.1% =
4 Average Earning Assets	\$4,198,859	\$4,419,609	-5.0% \$	\$4,245,342	-1.1%
5 Average Interest-Bearing Liabilities	2,905,457	3,045,282	-4.6%	2,926,090	-0.7%
6 Yield on Earning Assets (FTE)	6.14%	6.05%		6.12%	
7 Cost of Funds	1.80%	1.51%		1.76%	
8 Net Interest Margin (FTE)	4.34%	4.54%		4.36%	
9 Interest Expense/ Interest- Bearing Liabilities	2.60%	2.20%		2.56%	
10 Net Interest Spread (FTE)	3.54%	3.85%		3.56%	

WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

3. Loans & Other Earning Assets.

		(average volume, dollars in thousands) 03'07 /				03'07 /
		Q3 ' 07	Q3'06	~		Q2'07
1	Total Assets	\$4,628,728	\$4,846,286	-4.5%	\$4,668,627	-0.9%
2	Total Earning Assets	4,198,859	4,419,609	-5.0%	4,245,342	-1.1%
3	Total Loans	2,514,685	2,555,472	-1.6%	2,516,114	-0.1%
4	Commercial Loans	625 , 490	654 , 179	-4.4%	626 , 270	-0.1%
5	Commercial Real Estate Loans	871,225	913 , 919	-4.7%	883,942	-1.4%
6	Consumer Loans	1,017,970	987 , 374	3.1%	1,005,902	1.2%
7	Total Investment Securities	1,684,174	1,864,137	-9.7%	1,729,228	-2.6%
8	Available For Sale	590,749	636,481	-7.2%	602,667	-2.0%
	(Market Value)					
9	Held To Maturity	1,093,425	1,227,656	-10.9%	1,126,561	-2.9%
10	HTM Unrealized (Loss	(4,974)	(6,777)	n/m	(18,668)	n/m
	at Period-End					
11	Loans / Deposits	74.9%	70.9%		74.5%	

4. Deposits & Other Interest-Bearing Liabilities.

	(average vol	lume, dollars	in thousand	ds)			
		Q3 ' 07 /					
	Q3 ' 07	Q3 ' 06	Q3 ' 06	Q2 ' 07	Q2 ' 07		
1 Total Deposits	\$3,358,163	\$3,602,566	-6.8	% \$3 , 377 , 413	-0.6%		

2 Noni:	nterest Demand	1,254,530	1,311,786	-4.4%	1,267,032	-1.0%
3 Inte	rest-Bearing Transaction	566,556	602 , 996	-6.0%	577 , 555	-1.9%
4 Savi:	ngs	810,213	943,396	-14.1%	824 , 299	-1.7%
5 Time	greater than \$100K	519 , 488	509 , 741	1.9%	496,338	4.7%
6 Time	less than \$100K	207,376	234,647	-11.6%	212,189	-2.3%
7 Total	Short-Term Borrowings	764,992	717,524	6.6%	778 , 841	-1.8%
8 Fed	Funds Purchased	621,165	485,095	28.1%	625 , 060	-0.6%
9 Othe	r Short-Term Funds	143,827	232,429	-38.1%	153,781	-6.5%
10 Long-T	erm Debt	36,832	36 , 978	-0.4%	36,868	-0.1%
11 Shareh	olders' Equity	402,016	422,735	-4.9%	408,564	-1.6%
	Deposits / l Deposits	37.4%	36.4%		37.5%	
	ction & Savings Deposits otal Deposits	78.4%	79.3%		79.0%	

WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

5. Interest Yields Earned & Rates Paid.

(dollars in thousands)

		Q3'07			02'07 -	
		Average Volume	Income/ Expense	Yield/ Rate	Yield/ Rate	Average Volume
1	Interest & Fees Income Earned					
2	Total Earning Assets (FTE)	\$4,198,859	\$64,708	6.14%	6.12%	\$4,419,609
3	Total Loans (FTE)	2,514,685	42,310	6.68%	6.69%	2,555,472
4	Commercial Loans (FTE)	625 , 490	12 , 719	8.07%	7.73%	654 , 179
5	Commercial Real Estate Loans	871 , 225	15,602	7.10%	7.17%	913,919
6	Consumer Loans	1,017,970	13,989	5.45%	5.44%	987,374
7	Total Investment	1,684,174	22,398	5.32%	5.31%	1,864,137
	Securities (FTE)					
8	Interest Expense Paid					
9	Total Earning Assets	4,198,859	19,145	1.80%	1.76%	4,419,609
10	Total Interest-Bearing Liabilities	2,905,457	19,145	2.60%	2.56%	3,045,282
11	Total Interest-Bearing Deposits	2,103,633	9,966	1.88%	1.81%	2,290,780
12	Interest-Bearing Transaction	566,556	526	0.37%	0.37%	602,996
13	Savings	810,213	1,649	0.81%	0.71%	943,396
14	Time less than \$100K	207,376	1,755	3.36%	3.31%	234,647
15	Time greater than \$100K	519,488	6,036	4.61%	4.68%	509,741
16	Total Short-Term Borrowings	764 , 992	8,601	4.40%	4.43%	717,524
17	Fed Funds Purchased	621,165	8,171	5.15%	5.25%	485,095
18	Other Short-Term Funds	143,827	430	1.18%	1.10%	232,429
19	Long-Term Debt	36,832	578	6.28%	6.27%	36 , 978

20 Net Interest Income and Margin (FTE) \$45,563 4.34% 4.36%

6. Noninterest Income.

	(dollars in the	(dollars in thousands except per share amounts) Q3'07 /				
	Q3 ' 07		Q3'06			
1. 0	^7 F C O	^7 1FF		^7 71 <i>C</i>	1 00	
1 Service Charges on Deposit Accounts	\$1,569	\$/,155	5.88	\$1,116	-1.9%	
2 Merchant Credit Card Income	2,808	2,430	15.5%	2,768	1.4%	
3 ATM Fees & Interchange	723	753	-4.0%	714	1.2%	
4 Debit Card Fees	969	883	9.8%	960	1.0%	
5 Financial Services Fees	383	377	1.8%	363	5.7%	
6 Mortgage Banking Income	29	36	-17.4%	33	-9.9%	
7 Trust Fees	337	298	13.2%	304	10.8%	
8 Other Income	1,826	1,967	-7.2%	1,842	-0.9%	
9 Sub-total	14,644	13,899	5.4%	14,700	-0.4%	
10 Life Insurance Gains	0	0	n/m	0	n/m	
11 Total Noninterest Income	\$14,644	\$13,899		\$14,700	-0.4%	
12 Operating Ratios:						
13 Total Revenue (FTE)	\$60,207	\$64,097	-6.1%	\$60,759	-0.9%	
14 Noninterest Income / Revenue (FTE)	24.3%	21.7%		24.2%		
15 Service Charges / Deposits (annualized)	0.89%	0.79%		0.92%		
•	\$8.09	\$8.18	-1.2%	\$8.14	-0.6%	

FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

7. Noninterest Expense.

	(dollars in t				
	Q3 ' 07	Q3 ' 06	Q3'07 / Q3'06	Q2 ' 07	Q3'07 / Q2'07
1 Salaries & Benefits	\$12 , 587	\$13 , 080	-3.8%	\$12 , 622	-0.3%
2 Occupancy	3,327	3,321	0.2%	3,342	-0.4%
3 Equipment	1,083	1,194	-9.3%	1,147	-5.6%
4 Data Processing	1,800	1,503	19.8%	1,543	16.7%
5 Courier	854	904	-5.6%	857	-0.4%
6 Postage	404	410	-1.3%	396	2.0%

7	Talanhana	342	371	-7.8%	354	-3.4%
	Telephone					
	Professional Fees	451		-15.2%		
9	Stationery & Supplies	323	307	5.1%	269	20.3%
10	Loan Expense	217	253	-14.3%	171	26.8%
11	Operational Losses	228	129	76.4%	171	33.3%
12	Amortization of Identifiable Intangibles	893	1,016	-12.1%	893	0.0%
13	Other Operating	2,344	2,383		2 , 532	-7.4% -
14	*	\$24,853			,	0.6%
				==		=
15	Full Time Equivalent Staff	876	901	-2.8%	910	-3.7%
16	Average Assets / Full Time Equivalent Staff	\$5 , 284	\$5 , 379	-1.8%	\$5,130	3.0%
17	Operating Ratios:					
18	FTE Revenue / Full Time Equiv. Staff (annualized)	\$273	\$282	-3.4%	\$268	1.8%
19	Noninterest Expense / Earning Assets	2.35%	2.28%		2.33%	
20	(annualized) Noninterest Expense / Revenues	41.3%	39.6%		40.7%	

WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

8. Provision for Credit Losses.

	(dollars in	thousands)			
	Q3 ' 07	Q3'06	Q3'07 / Q3'06	Q2 ' 07	Q3'07 / Q2'07
1 Provision for Credit Losses	\$75	\$75	0.0%	\$75	0.0%
2 Gross Loan Losses		1,011	1.9%		-54.1%
3 Net Loan Losses	610	421	44.9%	1,491	-59.1%
4 Recoveries / Gross Loan Losses	41%	58%		34%	
5 Average Total Loans	\$2,514,685	\$2,555,472	-1.6%	\$2,516,114	-0.1%
6 Net Loan Losses / Loans (annualized)	0.10%	0.07%		0.24%	
7 Provision for Credit Losses / Loans (annualized)	0.01%	0.01%		0.01%	
8 Provision for Credit Losses / Net Loan Losses	12.3%	17.8%		5.0%	

9. Credit Quality.

(dollars in thousands)

		09/30/07		9/30/07 / 09/30/06		
1	Nonperforming Nonaccrual Loans	\$3,132	\$1,162	169.6%	\$3,140	-0.2%
	Performing Nonaccrual Loans					
3	Total Nonaccrual Loans	4,827	5,051	-4.4%	5,038	-4.2%
4	Accruing Loans 90+ Days	251	252	-0.4%	179	40.2%
5	Past Due - Total Nonperforming Loans	5,078	5,303	-4.2%	5,217	-2.7%
	Repossessed Collateral Total Nonperforming Loans &	613	656 	-6.6% -4.5%	613	0.0%
8	Repossessed Collateral =	\$5 , 691 	\$5 , 959	-4.5% =	\$5 , 830	-2.4% =
9	Classified Loans			-11.2% =		
10	Allowance for Loan Losses	\$52 , 938	\$55 , 338	-4.3%	\$53 , 473	-1.0%
11	Total Loans Outstanding	2,511,374	2,552,929	-1.6%	2,521,738	-0.4%
12	Total Assets	4,657,016	4,844,116	-3.9%	4,647,069	0.2%
13	Allowance for Loan Losses / Total Loans	2.11%	2.18%		2.12%	
14	Nonperforming Loans / Total Loans	0.20%	0.21%		0.21%	
	Nonperforming Loans & Repossesse					
	Collateral/Total Assets				0.13%	
17	Allowance/Nonperforming Loans	1042%	1044%		1025%	
18	Allowance for Loan Losses / Classified Loans Classified Loans /	247%	230%		238%	
20		4.7%	5.0%		4.9%	

WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

10.Capital.

	(dollars in t	9/30/07 /			
	09/30/07	09/30/06	9/30/07 / 09/30/06	06/30/07	06/30/07
1 Chaushaldoual Eauitu	¢402 (E1	¢400 700	-5.9%	¢407 000	-1.1%
1 Shareholders' Equity	\$403,651	\$428,732	-5.8%	\$407,982	-1.1% -1.3%
2 Tier I Regulatory Capital	283,015	300,344			
3 Total Regulatory Capital	322 , 598	341,207	-5.5%	326 , 582	-1.2%
4 Total Assets	4,657,016	4,844,116	-3.9%	4,647,069	0.2%
5 Risk-Adjusted Assets	3,017,668	3,094,942	-2.5%	3,014,947	0.1%
6 Shareholders' Equity / Total Assets	8.67%	8.85%		8.78%	

7	Shareholders' Equity /	16.07%	16.79%		16.18%	
	Total Loans					
8	Tier I Capital /Total Assets	6.08%	6.20%		6.17%	
9	Tier I Capital / Risk-Adjusted	9.38%	9.70%		9.51%	
	Assets					
10	Total Capital / Risk-Adjusted	10.69%	11.02%		10.83%	
	Assets					
11	Shares Outstanding	29 , 378	30,910	-5.0%	29 , 732	-1.2%
12	Book Value Per Share	\$13.74	\$13.87	-0.9%	\$13.72	0.1%
13	Market Value Per Share	\$49.81	\$50.51	-1.4%	\$44.24	12.6%

14 Share Repurchase Programs

	(shares in th	nousands)				
	Q3 ' 07	Q3'07 / Q3'06 Q3'06 Q2'07			Q3'07 / Q2'07	
15 Total Shares Repurchased / Canceled	492	436	13.0%	456	7.9%	
16 Average Repurchase Price	\$43.90	\$47.98	-8.5%	\$46.77	-6.1%	
17 Net Shares Repurchased	354	291	21.6%	426	-17.0%	

WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS September 30, 2007

WESTAMERICA BANCORPORATION Public Information October 16, 2007

11.Period-End Balance Sheets.

		(dollars in t	2 (22 (27 (
		09/30/07	09/30/06	9/30/07 / 09/30/06		
1 F	Assets:					
2	Cash and Money Market Assets	\$219 , 960	\$192 , 175	14.5%	\$164 , 390	33.8%
3	Investment Securities Available For Sale	570,086	617,736	-7.7%	582 , 959	-2.2%
4	Investment Securities Held to Maturity	1,081,009	1,211,589	-10.8%	1,104,132	-2.1%
5	Loans, gross	2,511,374	2,552,929	-1.6%	2,521,738	-0.4%
6	Allowance For Loan Losses	(52,938)	(55, 338)	-4.3%	(53, 473)	-1.0%
7	Loans, net	2,458,436	2,497,591	-1.6%	2,468,265	-0.4%
8	Premises and Equipment	28,666	30 , 979	-7.5%	29 , 169	-1.7%
9	Identifiable Intangible Assets	19,322	23,098	-16.3%	20,215	-4.4%

10			121,719		121,719	
11	Interest Receivable and Other Assets	157 , 818			156 , 220	1.0%
12	Total Assets		\$4,844,116		\$4,647,069	0.2%
13	Liabilities and Shareholders'	Equity:				
14	Deposits:					
15	Noninterest Bearing	\$1,251,572	\$1,298,519	-3.6%	\$1,266,941	-1.2%
16	Interest-Bearing Transaction	549 , 263	581 , 705	-5.6%	554,036	-0.9%
17	Savings				809,791	
18		732,582	744,645	-1.6%	704,264	4.0%
19	Total Deposits	3,340,214	3,551,131	-5.9%	3,335,032	0.2% -
0.0		015 101	7.60 0.44	6.00	000 001	0 50
20		815,101				
21	Debt Financing and Notes Payable	36,809	36,956	-0.4%	36,846	-0.1%
22	Liability For Interest, Taxes and Other	61,241	58 , 456	4.8%	57 , 948	5.7%
23	Total Liabilities	4,253,365	4,415,384	-3.7%	4,239,087	0.3%
24	Shareholders' Equity:			-		_
25	Paid-In Capital	\$337,627	\$346,603	-2.6%	\$338,290	-0.2%
26						
27	(,	(412)	1,805	n/m	(777)	n/m
28	Retained Earnings	66,436	80 , 324		70,469	-5.7%
29	Total Shareholders' Equity	403,651		-5.9%	407,982	-1.1%
30	Total Liabilities and Shareholders' Equity	\$4,657,016	\$4,844,116	-3.9%	\$4,647,069	0.2% =

WESTAMERICA BANCORPORATION Public Information October 16, 2007 FINANCIAL HIGHLIGHTS September 30, 2007

12. Income Statements.

	(dollars in t	03'07 /			
	Q3 ' 07	Q3 ' 06	Q3'07 / Q3'06	Q2 ' 07	Q2'07
1 Interest and Fee Income:					
2 Loans	\$41,134	\$41 , 292	-0.4%	\$40 , 727	1.0%
3 Money Market Assets and Funds Sold	2	1	n/m	2	n/m
4 Investment Securities Available For Sale	6,713	7,227	-7.1%	6,841	-1.9%
5 Investment Securities Held to Maturity	11,448	12 , 845	-10.9% -	11 , 771	-2.7% -
6 Total Interest Income	59,297	61,365	-3.4%	59,341	-0.1%

7 Interest Expense:					
8 Transaction Deposits	526	430	22.4%	528	-0.3%
9 Savings Deposits	1,649	1,173	40.6%	1,452	13.5%
10 Time Deposits				7,540	
11 Short-Term Borrowed Funds			16.2%	8,718	
12 Debt Financing and Notes Payable	578	578 	0.0%	578	-0.0%
_	10 145	1.6.000	10.70	10 016	1 70
13 Total Interest Expense	19,145	10,988	12.76	18,816	1.7% -
14 Net Interest Income	40,152	44,377	-9 . 5%	40,525	-0.9% -
15 Provision for Credit Losses	75	75	0.0%		0.0%
16 Noninterest Income:					-
17 Service Charges on Deposit Accounts	7,569	7 , 155	5.8%	7,716	-1.9%
18 Merchant Credit Card	2,808	2,430	15.5%	2,768	1.4%
19 Financial Services Commissions	383	377	1.8%	363	5.7%
20 Mortgage Banking	29	36	-17.4%	33	-9.9%
21 Trust Fees				304	
22 Life Insurance Gains	0				n/m
23 Other	3,518	3,603		3,516	0.0%
24 Total Noninterest Income	14,644	13,899		14,700	-0.4%
25 Noninterest Expense:					
26 Salaries and Related Benefits	12,587				
27 Occupancy				3,342	
28 Equipment				1,147	
29 Data Processing		1,503	19.8%	1,543	
30 Professional Fees	451	532	-15.2%	409	10.3% -0.7%
31 Other	5,605	5 , 773	-2.9% 	5,643	-0.7%
32 Total Noninterest Expense		25 , 403	-2.2% 	24,706	0.6%
33 Income Before Income Taxes	29 868	32 , 798	_8 98	30,444	-1.9%
34 Provision for income taxes	7,846	8,561	-8.3%	8,093	-3.1%
35 Net Income		\$24 , 237		\$22 , 351	-1.5%
					=
36 Average Shares Outstanding		31,070		29,938	-1.4%
37 Diluted Average Shares Outstanding	29,915	31,558	-5.2%	30,365	-1.5%
38 Per Share Data:					
39 Basic Earnings	\$0.75	\$0.78	-4.4%		-0.1%
40 Diluted Earnings	0.74	0.77	-4.1%		0.0%
41 Dividends Paid	0.34	0.32	6.3%	0.34	0.0%