

2011 Annual Report,
Proxy Statement
and Notice of
Annual Meeting

Westamerica



1108 Fifth Avenue

San Rafael, California 94901

March 12, 2012

To Our Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders of Westamerica Bancorporation. It will be held at **11:00 a.m. Pacific Time on Thursday, April 26, 2012, at the Fairfield Center for Creative Arts, 1035 West Texas Street, Fairfield, California** as stated in the formal notice accompanying this letter. We hope you will plan to attend.

At the Annual Meeting, the shareholders will be asked to (i) elect nine Directors; (ii) approve a non-binding advisory vote on compensation of our named executive officers; (iii) approve the 2012 Amended and Restated Stock Option Plan of 1995; (iv) ratify the selection of independent auditors; and (v) conduct other business that properly comes before the Annual Meeting.

In order to ensure your shares are voted at the Annual Meeting, you can vote through the internet, by telephone or by mail. Instructions regarding internet and telephone voting are included on the Proxy Card. If you elect to vote by mail, please sign, date and return the Proxy Card in the accompanying postage-paid envelope. The Proxy Statement explains more about voting in the section entitled "Voting Information – How You Can Vote." If you attend the Annual Meeting, you may vote in person even though you previously voted your proxy.

We look forward to seeing you at the Annual Meeting on Thursday, April 26, 2012, at the Fairfield Center for Creative Arts.

Sincerely,

David L. Payne
Chairman of the Board, President
and Chief Executive Officer

WESTAMERICA BANCORPORATION

1108 Fifth Avenue
San Rafael, California 94901

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date and Time

Thursday, April 26, 2012, at 11:00 a.m. Pacific Time

Place

Fairfield Center for Creative Arts, 1035 West Texas Street, Fairfield, California

Items of Business

1. To elect nine Directors to serve until the 2013 Annual Meeting of Shareholders;
2. To approve a non-binding advisory vote on the compensation of our named executive officers;
3. To approve the 2012 Amended and Restated Stock Option Plan of 1995,
4. To ratify selection of independent auditors; and
5. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements.

Who Can Vote?

Shareholders of Record at the close of business on February 27, 2012 are entitled to notice of, and to vote at the Annual Meeting or any postponement or adjournment thereof.

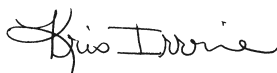
Admission to the Meeting

No ticket will be necessary for admission to the Annual Meeting. However, to facilitate the admission process, Shareholders of Record (registered holder) planning to attend the meeting should check the appropriate box on the Proxy Card. Your name will be added to a list of attendees. If you hold shares through an intermediary, such as a bank or broker (beneficial owner), you will need to register at the desk in the lobby. Please bring the following as evidence of ownership: 1) a Legal Proxy, which you can obtain from your bank or broker or other intermediary, or your shareholder statement dated on or after February 27, 2012, the Annual Meeting Record Date; and 2) photo identification.

Annual Report

Westamerica Bancorporation's Annual Report on Form 10-K ("Annual Report") to shareholders for the fiscal year ended December 31, 2011 is enclosed and is also available for viewing on the Corporation's website at <https://www.westamerica.com/> under "Shareholders." The Annual Report contains financial and other information about the activities of Westamerica Bancorporation, but does not constitute a part of the proxy soliciting materials.

BY ORDER OF THE BOARD OF DIRECTORS



Kris Irvine
VP/Corporate Secretary

Dated: March 12, 2012

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING BEING HELD ON THURSDAY, APRIL 26, 2012. THE PROXY STATEMENT AND ANNUAL REPORT ON FORM 10-K TO SHAREHOLDERS ARE AVAILABLE AT: WWW.WESTAMERICA.COM

YOUR VOTE IS IMPORTANT

YOU ARE URGED TO COMPLETE, SIGN, DATE AND PROMPTLY RETURN YOUR PROXY, OR VOTE BY TELEPHONE OR THE INTERNET USING THE PROCEDURES DESCRIBED IN THE PROXY STATEMENT, SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES.

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WESTAMERICA BANCORPORATION

1108 Fifth Avenue
San Rafael, California 94901

PROXY STATEMENT

March 12, 2012

GENERAL

The Westamerica Board of Directors is soliciting proxies to be used at the 2012 Annual Meeting of Shareholders of Westamerica Bancorporation, which will be held at 11:00 a.m. Pacific Time, Thursday, April 26, 2012, or at any adjournment or postponement of the Annual Meeting. Proxies are solicited to give all Shareholders of Record (“Record Holder”) an opportunity to vote on matters to be presented at the Annual Meeting. In the following pages of this Proxy Statement, you will find information on matters to be voted on at the Annual Meeting.

Voting Information

Proxy Statement Availability: This year Westamerica has elected to take advantage of the Securities and Exchange Commission’s (the “SEC”) rule that allows us to furnish proxy materials to you online. We believe electronic delivery will expedite shareholders’ receipt of materials, while lowering costs and reducing the environmental impact of our annual meeting by reducing printing and mailing of full sets of materials. On March 12, 2012, we mailed to our shareholders a Notice (the “Notice of Internet Availability of Proxy Materials” or “Notice”) containing instructions on how to access our proxy statement and annual report online. If you received a Notice by mail, you will not receive a printed copy of the materials, unless you specifically request one. The Notice contains instructions on how to receive a paper copy of the materials.

Who Can Vote. You are entitled to vote if you were a “**Record Holder**” of Westamerica common stock as of the close of business on February 27, 2012. Your shares can be voted at the Meeting only if you are present or represented by a valid proxy. If your shares of common stock are held by a bank, broker or other nominee in “street name,” you are a “**beneficial owner**” and will receive voting instructions from the bank, broker or other nominee (including instructions, if any, on how to vote). You must follow these instructions in order to have your shares voted.

Voting in Person at the Meeting. To be able to vote in person at the Annual Meeting, Record Holders must provide photo identification, while beneficial owners must obtain and bring to the Annual Meeting a legal proxy from the institution that holds your shares, indicating that you were the beneficial owner of the shares on February 27, 2012, the Record Date for voting.

Proxy Card. The Board has designated Arthur C. Latno, Jr., Ronald A. Nelson and Edward B. Sylvester to serve as Proxies for the Annual Meeting. As Proxies, they will vote the shares represented by proxies at the Annual Meeting. If you sign, date and return your Proxy Card but do not specify how to vote your shares, the Proxies will vote FOR the election of all of the Director nominees, FOR approval of the advisory vote on the compensation of our named executive officers, FOR approval of the 2012 Amended and Restated Stock Option Plan of 1995, and FOR ratifying the selection of independent auditors. The Proxies will also have discretionary authority to vote in accordance with their judgment on any other matter that may properly come before the Meeting that we did not have notice of by January 27, 2012.

Quorum and Shares Outstanding. A quorum, which is a majority of the total shares outstanding as of the Record Date, must be present to hold the Meeting. A quorum is calculated based on the number of shares represented by shareholders attending in person or by proxy. On February 27, 2012, 28,093,899 shares of Westamerica common stock were outstanding. We also count broker non-votes, which we describe below, as shares present or represented at the Meeting for the purpose of determining whether a quorum exists.

Required Votes for Proposal 1 – Election of Director Nominees. Each share is entitled to one vote, except in the election of Directors where a shareholder may cumulate votes as to candidates nominated prior to voting, but only when a shareholder gives notice of intent to cumulate votes prior to the voting at the Meeting. If any shareholder gives such notice, all shareholders may cumulate their votes for nominees. Under cumulative voting, each share carries as many votes as the number of Directors to be elected, and the shareholder may cast all of such votes for a single nominee or distribute them in any manner among as many nominees as desired. This Proxy Statement solicits the discretionary authority to cumulate votes and allocate them in the Proxy Holders' discretion if any shareholder requests cumulative voting. In the election of Directors, the nine nominees receiving the highest number of votes will be elected. If your proxy is marked "Withhold" with regard to the election of any nominee, your shares will be counted toward a quorum and for other nominees but they will not be voted for or against the election of that nominee.

Required Votes for Proposal 2 – Approve a Non-Binding Advisory Vote on the Compensation of Our Named Executive Officers. The executive compensation of the named executive officers will be approved if the number of shares voted in favor of the proposal is equal to at least a majority of the shares represented and voting at the Meeting, in person or by proxy, and also a majority of the required quorum. Because your vote is advisory, it will not be binding on the Board or the Corporation. However, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation. Abstentions and broker non-votes will have the same effect as an against vote if votes in favor are less than a majority of the required quorum.

Required Votes for Proposal 3 – Approve the 2012 Amended and Restated Stock Option Plan of 1995. If a quorum exists, Proposal 3 must receive the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Therefore, abstentions will have the same effect as voting against the proposal. Broker non-votes will not be counted as eligible to vote on the proposal and, therefore, will have no effect on the outcome of the voting so long as the quorum was voted on this proposal to be approved. If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on this proposal since your broker does not have discretionary authority to vote (a "broker non-vote"). Properly completed ballots submitted prior to the Annual Meeting will be voted in the way you direct. If you do not specify instructions, the shares represented by those properly completed proxies will be voted to approve the 2012 Amended and Restated Stock Option Plan of 1995.

Required Votes for Proposal 4 – Ratify Selection of Independent Auditor. The selection of the independent auditor will be ratified if the number of shares voted in favor of the proposal is equal to at least a majority of the shares represented at the Meeting, in person or by proxy, provided such votes in favor also constitute a majority of the required quorum. Abstentions are deemed "present" for the purpose of obtaining a quorum, but for purposes of determining the outcome of the proposal, abstentions will not be treated as affirmative votes. In other words, abstentions will have the same effect as an against vote if votes in favor are less than a majority of the required quorum.

Other Matters. Approval of any other matter considered at the Meeting will require the affirmative vote of a majority of the shares present or represented by proxy and voting at the Meeting.

Broker Non-Votes. Broker non-votes will be included as “present” for the purpose of determining the presence of a quorum. A broker non-vote occurs under the stock exchange rules when a broker is not permitted to vote on a matter without instructions from the beneficial owner of the shares and no instruction is given on a timely basis. Brokers may vote at their discretion on routine matters, such as ratification of selection of independent auditors, but not on non-routine matters, including election of Directors, compensation of named executive officers, and approval of the 2012 Amended and Restated Stock Option Plan of 1995. Your vote is IMPORTANT; therefore, please mark your ballot to ensure that your votes for all proposals are counted.

How You Can Vote. Record Holders may vote by proxy or in person at the Meeting. To vote by proxy, you may select one of the following options:

Vote by Telephone. You can vote your shares by telephone by calling the toll-free telephone number shown on your Proxy Card and following the recorded instructions. Telephone voting is available 24 hours a day, seven days a week. Voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded. Our telephone voting procedures are designed to authenticate the shareholder by using individual control numbers, which you will find on your Proxy Card. If you vote by telephone, you should NOT return your Proxy Card or vote by internet.

Vote by Internet. You can choose to vote on the internet. The website for internet voting is shown on your Notice of Internet Availability of Proxy Materials or your Proxy Card. Internet voting is available 24 hours a day, seven days a week. You will be given the opportunity to confirm that your instructions have been properly recorded. Our internet voting procedures are designed to authenticate the shareholder by using individual control numbers, which you will find on your Proxy Card. If you vote on the internet, you should NOT return your Proxy Card or vote by telephone.

If you vote by telephone or internet, your vote must be received by 1:00 a.m. Central Time, on April 26, 2012 to ensure that your vote is counted. For Westamerica Bancorporation Tax Deferred Savings/Retirement Plan (ESOP) participants, your vote must be received by 12:01 a.m. Central Time, on April 24, 2012.

We have been advised by counsel that these telephone and internet voting procedures comply with California law.

Vote by Mail. If you choose to vote by mail, simply mark your Proxy Card, date and sign it, and return it in the postage-paid envelope provided. Beneficial owners must follow voting instructions received from your bank, broker or other nominee in order to have your shares voted.

Revocation of Proxy. Record Holders who vote by proxy, whether by telephone, internet or mail, may revoke that proxy at any time before it is voted at the Meeting. You may do this by: (a) signing another Proxy Card with a later date and delivering it to us prior to the Meeting or sending a notice of revocation to the Corporate Secretary of Westamerica at 1108 Fifth Avenue, San Rafael, CA 94901; (b) voting at a later time by telephone or on the internet prior to 1:00 a.m. Central Time, on April 26, 2012 (prior to 12:01 a.m. Central Time, on April 24, 2012 for ESOP participants); or (c) attending the Meeting in person and casting a ballot. If you hold shares in street name, you may change your vote by submitting new voting instructions to your broker or other nominee.

Additional Information

Householding. As permitted by the Securities Exchange Act of 1934 (the “Exchange Act”) only one envelope containing two or more Notices of Internet Availability of Proxy Materials is being delivered to shareholders residing at the same address, unless such shareholders have notified their bank, broker, Computershare Investor

Services, or other holder of record that they wish to receive separate mailings. If you are a Beneficial Holder and own your shares in street name, contact your broker, bank or other holder of record to discontinue householding and receive your own separate copy of the Notice in future years. If you are a Registered Holder and own your shares through Computershare Investor Services, contact Computershare toll-free at 877-588-4258 or in writing directed to Computershare Investor Services, 250 Royall Street, Mail Stop 1A, Canton, MA 02021 to discontinue householding and receive multiple Notices in future years. To receive an additional Annual Report or Proxy Statement this year, contact Shareholder Relations at 707-863-6992 or follow the instructions on the Notice.

Mailing of dividends, dividend reinvestment statements, and special notices will not be affected by your election to discontinue duplicate mailings of the Notice.

Electronic Access to Proxy Materials and Annual Reports. Whether you received the Notice of Internet Availability of Proxy Materials or paper copies of proxy materials, this Proxy Statement and the 2011 Annual Report are available on the Corporation's internet site at: www.westamerica.com. If you hold your Westamerica common stock in street name through a broker, a bank or other nominee, you may have the option of securing your Proxy Statement and Annual Report over the internet. If you vote this year's proxy electronically, you may also elect to receive future Proxy Statements, Annual Reports and other materials electronically by following the instructions given by your bank, broker, or other holder of record when you vote. Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this Proxy Statement.

Stock Ownership

Security Ownership of Certain Beneficial Owners. Based on Schedule 13G filings, shareholders beneficially holding more than 5% of Westamerica common stock outstanding as of December 31, 2011, in addition to those disclosed in the Security Ownership of Directors and Management below, were:

<u>Name and Address of Beneficial Owner</u>	<u>Title of Class</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percent of Class</u>
T. Rowe Price Associates, Inc. 1100 East Pratt Street, Baltimore, MD 21202-1009	Common	2,637,668 ⁽¹⁾	9.20%
Neuberger Berman, Inc. 605 Third Avenue, New York, NY 10158	Common	2,526,360 ⁽²⁾	8.87%
BlackRock, Inc. 40 East 52nd Street, New York, NY 10022	Common	2,114,806 ⁽³⁾	7.43%
The Vanguard Group, Inc. 100 Vanguard Boulevard, Malvern, PA 19355	Common	1,538,502 ⁽⁴⁾	5.40%

⁽¹⁾ The Schedule 13G was filed with the SEC on February 8, 2012. These securities are owned by various individual and institutional investors [including T. Rowe Price Mid-Cap Value Fund, Inc. (which owns 1,577,207 shares representing 5.5% of the shares outstanding),] which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price associate expressly disclaims that it is, in fact, the beneficial owner of such securities.

⁽²⁾ The Schedule 13G filed with the SEC on February 14, 2012 disclosed that the reporting entity, Neuberger Berman, Inc., held shared voting power over 2,240,608 shares and shared dispositive power over 2,526,360 shares.

⁽³⁾ The Schedule 13G filed with the SEC on February 10, 2012 disclosed that the reporting entity, through its subsidiaries, BlackRock, Inc., held sole voting power over 2,114,806 shares and sole dispositive power over 2,114,806 shares.

⁽⁴⁾ The Schedule 13G filed with the SEC on February 10, 2012 disclosed that the reporting entity, The Vanguard Group, Inc., held sole voting power over 42,443 shares and sole dispositive power over 1,496,059 shares, and shared dispositive power over 42,443 shares.

Security Ownership of Directors and Management. The following table shows the number of common shares and the percentage of the common shares beneficially owned (as defined below) by each of the current Directors, by the Chief Executive Officer (“CEO”), by the Chief Financial Officer (“CFO”), and by the three other most highly compensated executive officers, and by all Directors and Officers of the Corporation as a group as of February 27, 2012. As of February 27, 2012, there were 28,093,899 outstanding shares of Westamerica Bancorporation’s common stock. For the purpose of the disclosure of ownership of shares by Directors and Officers below, shares are considered to be “beneficially” owned if a person, directly or indirectly, has or shares the power to vote or direct the voting of the shares, the power to dispose of or direct the disposition of the shares, or the right to acquire beneficial ownership of shares within 60 days of February 27, 2012.

Amount and Nature of Beneficial Ownership

<u>Name and Address**</u>	<u>Sole Voting and Investment Power</u>	<u>Shared Voting and Investment Power</u>	<u>Right to Acquire Within 60 days of Feb. 27, 2012</u>	<u>Total⁽¹⁾</u>	<u>Percent of Class⁽²⁾</u>
Etta Allen	10,804 ⁽³⁾	–	–	10,804	*
Louis E. Bartolini	1,800	–	–	1,800	*
E. Joseph Bowler	20	25,867 ⁽⁴⁾	–	25,887	0.1%
Arthur C. Latno, Jr.	3,379 ⁽⁵⁾	–	–	3,379	*
Patrick D. Lynch	1,000	–	–	1,000	*
Catherine Cope MacMillan	8,600 ⁽⁶⁾	–	–	8,600	*
Ronald A. Nelson	44,000	–	–	44,000	0.2%
David L. Payne	462 ⁽⁷⁾	885,569 ⁽⁸⁾	750,000	1,636,031	5.7%
Edward B. Sylvester	82,950	–	–	82,950	0.3%
Robert A. Thorson	863 ⁽⁹⁾	7,621 ⁽¹⁰⁾	134,382	142,866	0.5%
David Robinson	353	957	125,673 ⁽¹¹⁾	126,983	0.4%
Jennifer J. Finger	6,895	1,437	190,477 ⁽¹¹⁾	198,809	0.7%
Dennis R. Hansen	30	23,840	134,118 ⁽¹¹⁾	157,988	0.6%
All 15 Directors and Executive Officers as a Group	161,166	946,409	1,407,089	2,514,664	8.5%

* Indicates beneficial ownership of less than one-tenth of one percent (0.1%) of the Corporation’s common shares.

** The address of all persons listed is 1108 Fifth Avenue, San Rafael, CA 94901.

⁽¹⁾ None of the shares held by the Directors and Officers listed above have been pledged.

⁽²⁾ In calculating the percentage of ownership, all shares which the identified person or persons have the right to acquire by exercise of options are deemed to be outstanding for the purpose of computing the percentage of the class owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the class owned by any other person.

⁽³⁾ Includes 10,350 shares held in a trust as to which Mrs. Allen is trustee.

⁽⁴⁾ Includes 25,867 shares held in trust as to which Mr. Bowler is co-trustee with shared voting and investment power.

⁽⁵⁾ Includes 1,115 shares owned by Mr. Latno’s wife as to which Mr. Latno disclaims beneficial ownership.

⁽⁶⁾ Includes 6,000 shares held in a trust as to which Ms. MacMillan is trustee.

⁽⁷⁾ Includes 462 shares held in a trust under the California Uniform Gift to Minors Act as to which Mr. Payne is custodian.

⁽⁸⁾ Includes 528,837 shares owned by Gibson Radio and Publishing Company, of which Mr. Payne is President and Chief Executive Officer, as to which Mr. Payne disclaims beneficial ownership, and 345,808 shares held in a trust as to which Mr. Payne is co-trustee with shared voting and investment power.

⁽⁹⁾ Includes 830 shares held in trusts under the California Uniform Gift to Minors Act as to which Mr. Thorson is custodian.

⁽¹⁰⁾ Includes 6,884 shares held in a trust as to which Mr. Thorson is co-trustee with shared voting and investment power.

⁽¹¹⁾ During 1996, the Corporation adopted the Westamerica Bancorporation Deferral Plan (the “Deferral Plan”) that allows recipients of Restricted Performance Shares (“RPS”) to defer receipt of vested RPS shares into succeeding years. Amounts shown include RPS shares that have been deferred into the Deferral Plan for the following accounts in amounts of: Ms. Finger—25,030 shares; Messrs. Hansen—12,230 shares; and Robinson—16,290 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Corporation's Directors and Executive Officers and persons who own more than 10% of a registered class of the Corporation's equity securities to file with the SEC and NASDAQ initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Corporation, and to send a copy to the Corporation.

To the Corporation's knowledge and based solely on a review of the copies of reports furnished to the Corporation and written representations that no other reports were required, during the fiscal year ended December 31, 2011, all Section 16(a) filing requirements were complied with timely by Westamerica's Directors and Officers.

BOARD OF DIRECTORS

Proposal 1 — Election of Directors

Nine Directors have been nominated for election at the Meeting to hold office until the next Annual Meeting or until their successors are elected and qualified. The Proxies will vote for the nine nominees named below unless you give different voting instructions on your Proxy Card. Each nominee is presently a Director of the Corporation and has consented to serve a new term. The Board does not anticipate that any of the nominees will be unavailable to serve as a Director, but if that should occur before the Meeting, the Board reserves the right to substitute another person as nominee. The Proxies will vote for any substitute nominated by the Board of Directors. The Proxies may use their discretion to cumulate votes for election of Directors and cast all of such votes for any one or more of the nominees, to the exclusion of the others, and in such order of preference as they may determine at their discretion.

Nominees

The nominees for election as Directors are named and certain information with respect to them is given below. Our nominees are seasoned leaders who bring to the Board an array of financial services, public and private company, non-profit, and other business experience. As a group they possess experience in leadership; consumer banking; commercial and small business banking; investment banking, capital markets; financial advisory services; finance and accounting; risk management and real estate. Many of the Board Members have seen the company through a variety of economic conditions which was especially beneficial during the current economic environment. The information below has been furnished to the Corporation by the respective nominees. All of the nominees have engaged in their indicated principal occupation for more than five years, unless otherwise indicated and no nominee has served on the Board of Directors of another public company during the past five years.

Name of Nominees, Principal Occupations, and Qualifications

Etta Allen – Director since 1988

Etta Allen (82) is President and CEO of Allen Heating and Sheet Metal and President and CEO of Sunny Slope Vineyard in Sonoma County, California. She is a member of the Employee Benefits and Compensation Committee and the Loan and Investment Committee. Mrs. Allen is also a Director of Westamerica Bank. In 1972, she became the second woman in the state of California to become a licensed contractor in heating, ventilation, air conditioning and sheet metal, and in 1974 she became President and CEO of Allen Heating and Sheet Metal. Under her leadership the company became recognized throughout California. She was the first woman president of Marin Builders Exchange and during her time on the executive committee she also served as a trustee and later as chairman of their successful insurance trust. She was the first woman contractor on the Executive Committee of the California Association of Builders Exchanges.

Etta Allen is one of the pioneers for women in non-traditional careers. As an entrepreneur, businesswoman and an involved community leader, she brings independence, operations management and executive experience to the Board.

Louis E. Bartolini – Director since 1991

Mr. Bartolini (79) retired from Merrill Lynch, Pierce, Fenner & Smith, Inc. (now Merrill Lynch and Co.) as a financial consultant. He currently serves on the Audit Committee and is also a Director of Westamerica Bank. Mr. Bartolini has 33 years of experience in the financial industry serving as a financial consultant and branch manager for Merrill Lynch and Co. and has been active for over 35 years in the non-profit community in Marin County. He has served on the boards of many non-profit organizations, including a five-year term as president of the Marin Symphony, a Board member of the Association of California Symphony Orchestras, and a past District Governor of Rotary International.

Mr. Bartolini's continuing interest in the financial industry, and his leadership skills, and financial and investment expertise are of great value to the Board. His extensive ties to local community and business leaders through his long-term volunteer involvement provide the Board with a broad perspective and insights into key segments of our markets and customer base.

E. Joseph Bowler – Director since 2003

Mr. Bowler (75), retired as Senior Vice President and Treasurer of the Corporation in 2002. He currently serves as a member of the Audit Committee, and is also a Director of Westamerica Bank. Mr. Bowler holds a Masters of Business Administration from Stanford University.

With many years of direct banking experience, Mr. Bowler brings strong financial and investment expertise important to the oversight of our financial reporting and interest rate risk management. In addition, Mr. Bowler's experience as a director and trustee of various non-profit community and educational organizations brings strategic planning and corporate governance skills to the Board.

Arthur C. Latno, Jr. – Director since 1985

Mr. Latno (82) retired from Pacific Telesis Group (now Pacific Bell Telephone Company) as an Executive Vice President. He currently serves on the Corporation's Executive Committee, the Employee Benefits and Compensation Committee, and the Loan and Investment Committee and is Chairman of the Nominating Committee. Mr. Latno is also a Director of Westamerica Bank. His expertise stems from his wide-ranging responsibilities at Pacific Bell, which included operations, regulatory responsibilities, and public and governmental relations. His proficiency in strategic planning was recognized by the City of San Francisco when he was selected to serve on the City's Port of San Francisco Strategic Planning Advisory Panel. He has also been involved with the Marin General Hospital Foundation, the Fine Arts Museum of San Francisco and numerous other community organizations in the locations where the Corporation has a significant presence. Mr. Latno is also a former U.S. Ambassador and Chairman of the U.S. Delegation Treaty Conference (rank accorded by President Reagan) in Melbourne, Australia, and a former Chairman of the Board of Trustees and Past President of Board of Regents of St. Mary's College in California. He was a recipient of the Anti-Defamation League's Americanism Award and the Friends of the Human Rights Commission's Human Rights Award.

Mr. Latno's most important contributions to the Board are his executive leadership, strategic planning skills, and regulatory and public relations experience.

Patrick D. Lynch – Director since 1986

Patrick Lynch (78) retired as Vice President and General Manager of the U.S. Semiconductor Division of Motorola. He currently serves as Chairman of the Employee Benefits and Compensation Committee and a member of the Executive Committee and the Nominating Committee. Mr. Lynch is also a Director of Westamerica Bank and has held executive positions at Nicolet Instrument Corporation and several venture capital high-tech start-up companies.

Mr. Lynch brings to the Board, operations, financial and marketing expertise as well as a valued historical perspective.

Catherine Cope MacMillan – Director since 1985

Catherine MacMillan (64) is a former owner of the Huntington Hotel in San Francisco and La Playa Hotel in Carmel-by-the-Sea. She is a member of the Loan and Investment Committee and the Audit Committee. She is also a Director of Westamerica Bank. Ms. MacMillan previously operated a prominent restaurant for nearly 20 years. She is a graduate of the University of California at Davis and Pacific McGeorge School of Law. She has also served in numerous leadership capacities for community organizations.

Ms. MacMillan's experience in administration and operational aspects of various businesses and organizations provides the Board with sound leadership.

Ronald A. Nelson – Director since 1988

Ronald Nelson (69) was Executive Vice President of Charles M. Schulz Creative Associates through 1995. He serves as the Chairman of the Audit Committee and is a member of the Employee Benefits and Compensation Committee. He is also a Director of Westamerica Bank. Mr. Nelson has a background as a Certified Public Accountant and has been designated as the Audit Committee's "financial expert." He has been a resident of Sonoma County since 1970, which is one of the bank's primary markets and where he has been involved in business management, investment management, and the development of commercial real estate. He also served as a board member and chairman of Santa Rosa Memorial Hospital, which is the area's primary acute care hospital.

Mr. Nelson's extensive business and financial expertise provides important oversight of our financial reporting and risk management.

David L. Payne – Director since 1984

David Payne (56) is Chairman, President & CEO of Westamerica Bancorporation. He was appointed Chairman in 1988 and Chief Executive Officer in 1989 and is Chairman of the Executive Committee. Mr. Payne is also Chairman, President & CEO of Westamerica Bank. He brings to the Board strong leadership and a vision for the future. He has a thorough knowledge of the banking industry, manages regulatory and business development issues, and has extensive financial and accounting expertise. Mr. Payne possesses excellent management, strategic development and business skills.

Since Mr. Payne's appointment to the Board, Westamerica's dividends per share have risen eleven-fold and capital levels have increased eight-fold. Total assets have quadrupled during his tenure and net income has risen by a multiple of 12. Return on equity is currently near 16%.

Mr. Payne has successfully negotiated and led the Corporation through many mergers including: John Muir National Bank, Napa Valley Bancorporation, PV Financial, CapitolBank – Sacramento, North Bay Bancorp, ValliCorp Holdings, First Counties Bank, Kerman State Bank, Redwood Empire Bancorp, County Bank, and Sonoma Valley Bank.

Mr. Payne serves on the advisory board for Global Energy Investors. He also manages his family printing, publishing and cable television business.

Edward B. Sylvester – Director since 1979

Edward Sylvester (75) is a licensed civil engineer and the founder of SCO Planning and Engineering. He retired from the day to day engineering profession five years ago but continues as a private consultant. Mr. Sylvester is currently a member of the Executive Committee, the Nominating Committee and is Chairman of the Loan and Investment Committee, and is a Director of Westamerica Bank. He was a founding Director of Gold Country Bank headquartered in Grass Valley until the bank merged with Westamerica's predecessor, Independent

Bankshares, at which time he was nominated to serve on the corporate Board by his peers. Mr. Sylvester is the Chairman of the Board of Nevada County Broadcasters and also serves as Vice Chairman of the Nevada County Business Association. Mr. Sylvester has previously served as a member and Chairman of the California Transportation Commission that prioritizes state transportation projects and allocates funding. He is a past President of the Rotary Club of Grass Valley and past Chairman of the Grass Valley Chamber of Commerce. Mr. Sylvester has run 23 marathons to date and was the 14th person in the world to complete a full marathon on all seven continents including Antarctica.

The depth of Mr. Sylvester's experience gives him first hand understanding of all the nuances of development and development funding, a current knowledge of the retail economy, and a state-wide perspective and experience in funding allocation. His long tenure on the Board brings a historical and long-term perspective while he remains current on financial issues with his continuing leadership role in the community and active management positions.

THE BOARD OF DIRECTORS RECOMMENDS ELECTION OF ALL NOMINEES.

Board of Directors and Committees

Director Independence and Leadership Structure

The Board of Directors has considered whether any relationships or transactions related to a Director were inconsistent with a Director's independence. Based on this review, the Board has determined that E. Allen, L.E. Bartolini, E.J. Bowler, A.C. Latno, Jr., P.D. Lynch, C.C. MacMillan, R.A. Nelson, and E.B. Sylvester are "independent" Directors as defined in NASDAQ rules.

Our Board believes that the most effective leadership structure for the Corporation at this time is to combine the responsibilities of the Chairman and CEO, a structure that has been successful since 1989. The combined positions avoid a duplication of efforts, enable decisive leadership, ensure a clear accountability for the performance of the Corporation, a more rapid implementation of decisions, and a consistent vision. Given the size of our employee base and our level of assets relative to larger, more complex banking structures, our Corporation is particularly well suited to combine the Chairman and CEO functions. Furthermore, our management team has an average tenure of 24 years and does not require the substantial oversight needed by a less experienced team, which has allowed our Chairman and CEO to lead the Corporation through eleven acquisitions since 1992.

To ensure strong Board oversight eight of our nine Directors are, as noted above, independent as defined by NASDAQ. Only non-management directors sit on Board committees, with the exception of the Executive Committee, and every non-management director sits on one or more of these Committees. All non-management directors meet at least four times a year outside the presence of the Chairman and CEO and although a lead director has not been appointed, pertinent information from these meetings is regularly communicated to the Chairman and CEO. The Board completes an annual board evaluation that is discussed by the Nominating Committee and presented to the full Board.

The Board of the Corporation also serves as the Board of Directors of Westamerica Bank, and as such is well informed of Bank operations through regular reports and discussions on the operations of the Bank. The Directors' longevity with the Corporation has exposed them to a wide range of business cycles which plays a critical role in maintaining the profitability of the Corporation through the current economic environment.

Role of the Board of Directors in Risk Oversight

The Board is also responsible for overseeing all aspects of management of the Corporation, including risk oversight, which is effected through all Board committees, but primarily through the Board's Audit Committee. The Internal Audit Department reports directly to the Board's Audit Committee. It presents its independently prepared company-wide annual risk assessment, its evaluation of Management's prepared risk assessment and its audit plan incorporating the risk assessment, including the policies and procedures utilized to monitor and control such exposures.

The internal loan review function reports directly to the Board's Loan and Investment Committee. It reports ongoing evaluations of loan portfolios and risk-rating of individual loans using guidelines established by bank regulatory authorities.

Meetings

The Corporation expects all Board Members to attend all meetings, including the Annual Meeting of Shareholders, except for reasons of health or special circumstances. Last year all nine Directors attended the Annual Meeting. The Board held a total of 10 meetings during 2011. Every Director attended at least 75% of the aggregate of: (i) the Board Meetings held during that period in which they served; and (ii) the total number of meetings of any Committee of the Board on which the Director served.

Committees of the Board

Director	Executive Committee	Audit Committee	Employee Benefits and Compensation Committee	Loan and Investment Committee	Nominating Committee
Etta Allen			X	X	
Louis E. Bartolini		X			
E. Joseph Bowler		X			
Arthur C. Latno, Jr.	X		X	X	Chair
Patrick D. Lynch	X		Chair		X
Catherine Cope MacMillan		X		X	
Ronald A. Nelson		Chair	X		
David L. Payne	Chair				
Edward B. Sylvester	X			Chair	X
Number of Meetings	10	5	5	10	1

Executive Committee:

Functions: The Board delegates to the Executive Committee all powers and authority of the Board in the management of the business affairs of the Corporation, which the Board is allowed to delegate under California law.

Audit Committee:

The Board of Directors has determined that all members are independent, as that term is defined by applicable rules of NASDAQ for Audit Committee purposes. The Board has also designated Mr. Nelson as the "Audit Committee financial expert" as defined by the rules of the SEC and has determined that he is "financially sophisticated" under NASDAQ rules. In concluding that Mr. Nelson is the Audit Committee financial expert, the Board determined that he has:

- an understanding of generally accepted accounting principles and financial statements;
- the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities;
- an understanding of internal control over financial reporting; and
- an understanding of Audit Committee functions.

Designation of a person as an Audit Committee financial expert does not result in the person being deemed an expert for any purpose, including under Section 11 of the Securities Act of 1933. The designation does not impose on the person any duties, obligations or liability greater than those imposed on any other Audit Committee member or any other Director and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

Functions: The Audit Committee provides independent, objective oversight of the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the independence and performance of the Corporation's independent auditor as it performs audit, review or attest services, and the Corporation's internal audit and control function. It selects and retains the independent auditors, reviews the plan and the results of the auditing engagement. It acts pursuant to a written charter that was last amended by the Board in January 2011 and was attached as an exhibit to the Proxy Statement for the 2011 Annual Meeting of Shareholders. The Audit Committee Report that follows below more fully describes the responsibilities and the activities of the Audit Committee.

Employee Benefits and Compensation Committee:

The Employee Benefits and Compensation Committee of the Board of Directors (the "Compensation Committee") is comprised solely of Directors who are not current or former employees of Westamerica or any of its affiliates. They are independent as defined by NASDAQ rules.

Functions: The Compensation Committee administers Westamerica Bancorporation's Amended and Restated Stock Option Plan of 1995, Tax Deferred Savings and Retirement Plan, Deferred Profit Sharing Plan, Deferred Compensation Plan, and the Westamerica Bancorporation Deferral Plan. It administers the Corporation's compensation programs and reviews and reports to the Board the compensation level for executive officers, including the CEO, of the Corporation and its subsidiaries and determines that compensation plans are balanced between financial results without motivation of excessive risk-taking. The Compensation Committee determines annual corporate performance objectives for equity compensation and cash bonuses and their related corporate, divisional and individual goals. Based on the CEO's assessment of the extent to which each executive officer met those objectives and goals, the Committee determines each executive officer's annual equity compensation and cash bonus. The Compensation Committee also establishes the individual goals and targets for the CEO. All compensation approved by the Compensation Committee is reported to the full Board of Directors. The role of the Compensation Committee is described in greater detail under the section entitled "Compensation Discussion and Analysis."

The Compensation Committee does not have a charter as it is not required by NASDAQ rules. The Compensation Committee has the authority to seek assistance from officers and employees of the Corporation as well as external legal, accounting and other advisors. It has not retained outside consultants for compensation advice, but can request assistance on an as-needed basis. It does not delegate authority to anyone outside of the Compensation Committee. The Human Resources Department supports the Compensation Committee by fulfilling certain administrative duties regarding the compensation programs.

Nominating Committee:

The Board of Directors has determined that all members of the Nominating Committee are independent, as defined in NASDAQ rules.

Functions: The Nominating Committee is governed by a written charter, which was amended in January 2010 and was attached as an exhibit to the Proxy Statement for the 2010 Annual Meeting of Shareholders. The Nominating Committee screens and recommends qualified candidates for Board membership. This Committee recommends a slate of nominees for each Annual Meeting. As part of that process, it evaluates and considers all candidates submitted by shareholders in accordance with the Corporation's bylaws, and considers each existing Board member's contributions. The Committee applies the same evaluation standards whether the candidate was recommended by a shareholder or the Board.

While the Board does not have a formal diversity policy, it believes that the Board should broadly define diversity to encompass a diverse range of skills and expertise sufficient to provide prudent guidance to the Corporation. In addition to the qualifications and characteristics described below, it considers whether the potential Director assists in achieving a mix of Board Members that represents a diversity of background, perspective, and experience. Our Board includes Directors with experience in public corporations and non-profit organizations, as well as entrepreneurial individuals who have successfully run their own private enterprise. Our Board also has a broad set of skills necessary for providing oversight to a financial institution, which includes proven leadership, and expertise in capital management, finance, accounting, regulatory affairs, and investment management.

Nominating Directors: The Nominating Committee will consider shareholder nominations submitted in accordance with Section 2.14 of the Bylaws of the Corporation. That section requires, among other things, that nominations be submitted in writing and must be received by the Corporate Secretary at least 45 days before the anniversary of the date on which the Corporation first mailed its proxy materials for the prior year's Annual Meeting of Shareholders. If the date for the current year's Annual Meeting changes more than 30 days from the date on which the prior year's meeting was held, the Corporation must receive notice a reasonable time before the Corporation mails its proxy materials for the current year.

Nominations must include the following information:

- The principal occupation of the nominee;
- The total number of shares of capital stock of the Corporation that the shareholder expects will be voted for the nominee;
- The name and address of the nominating shareholder; and
- The number of shares of capital stock of the Corporation owned by the nominating shareholder.

The Committee has specified the following minimum qualifications it believes must be met by a nominee for a position on the Board:

- Appropriate personal and professional attributes to meet the Corporation's needs;
- Highest ethical standards and absolute personal integrity;
- Physical and mental ability to contribute effectively as a Director;
- Willingness and ability to participate actively in Board activities and deliberations;
- Ability to approach problems objectively, rationally and realistically;
- Ability to respond well and to function under pressure;
- Willingness to respect the confidences of the Board and the Corporation;
- Willingness to devote the time necessary to function effectively as a Board member;
- Possess independence necessary to make unbiased evaluation of Management performance;
- Be free of any conflict of interest that would violate applicable law or regulation or interfere with ability to perform duties;
- Broad experience, wisdom, vision and integrity;

- Understanding of the Corporation's business environment; and
- Significant business experience relevant to the operations of the Corporation.

Loan and Investment Committee:

Functions: This Committee reviews major loans and investment policies and monitors Community Reinvestment Act compliance.

Director Compensation

The following table and footnotes provide information regarding the compensation paid to the Corporation's non-employee members of the Board of Directors in the fiscal year 2011. Directors who are employees of the Corporation receive no compensation for their services as Directors.

Director Compensation Table at Fiscal Year 2011

<u>Name</u> ⁽¹⁾	<u>Fees Earned Paid in Cash (\$)</u> ⁽¹⁾	<u>Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)</u> ⁽²⁾	<u>Total (\$)</u>
Erta Allen	\$34,800	\$54,409	\$89,209
Louis E. Bartolini	30,000	387	30,387
E. Joseph Bowler	30,000	0	30,000
Arthur C. Latno, Jr.	41,650	0	41,650
Patrick D. Lynch	37,250	0	37,250
Catherine Cope MacMillan	35,400	0	35,400
Ronald A. Nelson	34,250	0	34,250
Edward B. Sylvester	40,650	6,803	47,453

⁽¹⁾ Non-employee Directors did not receive options or stock awards. During 2011, non-employee Directors of the Corporation each received an annual retainer of \$15,000. Each non-employee Director received \$1,200 for each meeting of the Board attended and \$600 for each Committee meeting attended. The Chairman of each Committee received an additional \$250 for each Committee meeting attended. All non-employee Directors are reimbursed for expenses incurred in attending Board and Committee meetings. The Chairman of the Board, David L. Payne, is compensated as an employee and did not receive any compensation as a Director.

⁽²⁾ The Deferred Compensation Plan allows non-employee Directors to defer some or all of their Director compensation with interest earnings credited on deferred compensation accounts. The amount shown is the interest on nonqualified deferred compensation that exceeds 120% of the long-term Applicable Federal Rate, with compounding, on all cash compensation deferred in 2011 and in previous years.

Westamerica Bancorporation does not have a charitable donations program for Directors nor does it make donations on behalf of any Director(s). The Corporation may make a nominal donation through its Community Relations program to non-profit organizations where a Director(s) may have an affiliation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation practices described below have been followed consistently for twenty years. At the 2009 and 2011 Annual Meetings of Shareholders, a majority of our shareholders approved an advisory proposal on the Corporation's compensation of executives.

The Compensation Committee governs the executive compensation program that combines three compensation elements: base salary, annual non-equity cash incentives, and long-term stock grants. Several compensation philosophies and practices underlie this program:

- Base salaries for participants in this program should be limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance.
- Incentive compensation (annual non-equity cash incentives and long-term stock grants) is based on measurement of performance against pre-established objective measurable goals. Specific criteria for each objective are established for “threshold,” “target,” and “outstanding” performance. On any one measure, performance below “threshold” results in no credit for that objective. “Threshold” performance results in a 75% achievement, “target” performance results in 100% achievement, and “outstanding” performance results in 150% achievement. The performance achievement level determines the size of incentive compensation awards.
- Long-term incentive stock grants will be awarded to senior management if the corporate performance level is rated “threshold” or better. The purpose of long-term incentive grants is to:
 - motivate senior management to focus on long-term performance;
 - avoid excessive risk-taking and instill conservative management practices;
 - build equity ownership among Westamerica’s senior management;
 - link shareholder interests to management incentives; and
 - create ownership mentality among senior management.

Establishing Incentive Levels, Determining Objectives and Measuring Performance

In administering the executive compensation program, the Compensation Committee determines “target” incentives for each position annually. The Compensation Committee exercises discretion in establishing “target” incentives in an effort to provide competitive pay practices while motivating and rewarding performance that benefits the Corporation’s long-term financial performance and shareholder interests, and avoiding excessive risk-taking.

At the beginning of each calendar year, the Compensation Committee establishes annual corporate performance objectives. In establishing corporate performance objectives, the Compensation Committee takes into consideration the current operating environment for the commercial banking industry as well as internal management policies and practices which would, in the Compensation Committee’s opinion, benefit the long-term interests of the Corporation and its shareholders. Corporate performance measures include risk management elements considered to be responsive to the impact current operating conditions could have on the long-term performance of the Company. The Compensation Committee monitors the economy and the banking industry’s operating environment throughout the ensuing year, and may exercise discretion in adjusting corporate performance objectives during the year.

The operating environment for the commercial banking industry is impacted by a myriad of factors including, but not limited to, local, national and global economic conditions, interest rate levels and trends, monetary policies of the Federal Reserve Board and its counterparts in other countries, fiscal policies of the United States government and other global political conditions, liquidity in capital markets, the demand for capital by commercial enterprises and consumers, new financial products, competitive response to changing conditions within the industry, trade balances, the changing values of real estate, currencies, commodities and other assets, and other factors.

Management policies and practices the Board considers in establishing corporate performance objectives include, but are not limited to, management of the Corporation’s balance sheet and product pricing in a manner which will provide consistent sustainable growth in long-term financial results for shareholders, the type and variety of financial products offered by the Corporation, adherence to internal controls, management of the credit risk of Corporation’s loan and investment portfolios, the results of internal, regulatory and external audits, service

quality delivered to the Corporation's customers, service quality of "back office" support departments provided to those offices and departments directly delivering products and services to the Corporation's customers, maintenance of operating policies and procedures which remain appropriate for risk management in a dynamic environment, timely and efficient integration of acquired companies, operational efficiencies, and capital management practices.

Restricted performance shares ("RPS") represent awards of Westamerica's common stock subject to achievement of performance objectives established by the Compensation Committee. The Amended and Restated Stock Option Plan of 1995 ("2003 Amended Plan"), which was approved by shareholders in 1995 and amended with shareholder approval in 2003, defines the performance factors the Board must use in administering RPS grants as one or more of the following: earnings, diluted earnings per share, revenue and revenue per diluted share, expenses, share price, return on equity, return on equity relative to the average return on equity for similarly sized institutions, return on assets, return on assets relative to the average return on assets for similarly sized institutions, efficiency ratio (operating expenses divided by operating revenues), net loan losses as a percentage of average loans outstanding, nonperforming assets, and nonperforming assets as a percentage of total assets.

In addition to establishing corporate performance objectives, the Compensation Committee also establishes individual goals for the CEO. In regard to the other executives named in the accompanying tables, the CEO recommends divisional and individual performance objectives to the Compensation Committee, which considers, discusses, adjusts as necessary, and adopts such performance objectives.

Upon the closure of each calendar year, the Compensation Committee reviews corporate, divisional, and individual performance against the performance objectives for the year just completed. After thorough review and deliberation, the Compensation Committee determines the recommended amount of individual non-equity cash incentives and stock-based incentive awards. The Compensation Committee reports such incentives to the Board of Directors. Meetings of the Compensation Committee and Board of Directors routinely occur in January, immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes.

Stock Grants

Long-term stock grants may only be awarded under shareholder approved stock-based incentive compensation plans. The Corporation's Proxy Statement dated March 17, 2003, as filed with the SEC on that date, summarizes the 2003 Amended Plan's changes from the predecessor plan. Such changes included:

- disallowing re-pricing stock options for poor stock performance;
- limiting the number of shares that may be awarded; and
- requiring the Compensation Committee to meet the definition of independence to enable any award intended to qualify as "performance-based compensation" to meet Section 162(m) of the Internal Revenue Code.

The 2003 Amended Plan allows four types of stock-based compensation awards:

Incentive Stock Options ("ISO") allow the optionee to buy a certain number of shares of Westamerica common stock at a fixed price, which is established on the date of the option grant. ISOs are intended to meet the requirements of Section 422 of the Internal Revenue Code which provide advantages if certain conditions are met. If the optionee holds the acquired stock for the designated holding period, the optionee defers the timing of recognizing taxable income related to exercising the ISO. If the optionee complies with the ISO requirements, the Corporation does not receive a corporate tax deduction related to the shares issued.

Nonqualified Stock Options (“NQSO”) also give the optionee the option to buy a certain number of shares of Westamerica common stock at a fixed price, which is established on the date of grant. Unlike ISOs, NQSOs do not allow deferral of taxable income for the optionee. At the time NQSOs are exercised, the optionee incurs taxable income equal to the spread between the exercise price and the market price of the stock, and the Corporation receives a corporate tax deduction in the same amount.

Stock Appreciation Rights (“SAR”) provide the holder a cash payment equal to the difference between the fair market value of the Corporation’s common stock on the date the SAR is surrendered and the fair market value of the Corporation’s common stock on the date the SAR was granted. The optionee incurs taxable income at the time the SAR is settled and the Corporation receives a corporate tax deduction in the same amount.

Restricted Performance Share Grants as noted above, are awards of the Corporation’s common stock that are subject to the achievement of performance objectives. Award recipients receive shares at the end of the performance measurement period only if performance objectives are achieved. The award recipient incurs taxable income at the time any RPS vests and the Corporation receives a corporate tax deduction in the same amount.

Determination of Awards to Grant

In determining which type of stock-based compensation awards to grant, the Compensation Committee considers the attributes of each form of incentive. Examples include the ability to motivate management to make decisions based on the long-term interests of shareholders, the desire to compensate with shares rather than cash, and the tax consequences of each type of award. The Compensation Committee retains the latitude to utilize all forms of incentives provided under the 2003 Amended Plan. In the current and preceding years, the Compensation Committee has utilized NQSO and RPS based on the motivational aspects of stock price appreciation, the settlement in shares rather than cash, and the preservation of tax deductions for the Corporation. At February 27, 2012 the Corporation had no ISO or SAR awards outstanding.

Determination of Option Exercise Price

The 2003 Amended Plan also requires the exercise price of each NQSO or ISO to be no less than one hundred percent (100%) of the fair market value of the Corporation’s common stock on the date of grant. As described above, the 2003 Amended Plan does not allow re-pricing stock options for poor stock price performance.

Stock-based compensation awards are submitted by the Compensation Committee to the full Board of Directors for review. As described above, these meetings have routinely occurred in January immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes. The Compensation Committee meeting has routinely been held during the same week as the related Board of Directors meeting. These January meetings follow by no more than ten business days the Corporation’s public disclosure of its financial results for the preceding year. As a result, stock option grants are awarded, and the exercise price of such grants are determined at a time when the Corporation has broadly disseminated its financial condition and current operating results to the public. The Corporation’s outstanding stock option grants are dated, and related stock option exercise prices are determined, on the January date the Compensation Committee meets to approve such grants.⁽¹⁾

Long-Term Incentive Attributes

The Board of Directors has designated the Compensation Committee as the administrator of the 2003 Amended Plan. The Compensation Committee reports to the Board the terms and conditions of stock option awards. In carrying out this responsibility, the Compensation Committee designs such awards as long-term incentives. The terms and conditions of currently outstanding awards include:

- NQSO vest one-third (1/3) on each anniversary of the grant date. As such, NQSO grants become fully vested over a three-year period. NQSO grants expire on the tenth anniversary of the grant date. The Corporation does not pay dividends on shares underlying NQSO grants until the optionee exercises the option and the shares are outstanding on a dividend record date.
- RPS awards vest three years following the grant date, only if corporate performance objectives are achieved over the three-year period. The Corporation does not pay dividends on RPS shares until vesting occurs and shares awarded become outstanding on a dividend record date.

Compensation for the Chairman, President & CEO

Mr. Payne performs two functions for the Corporation. These two functions tend to be compensated separately at similarly sized banking institutions. Mr. Payne serves as Chairman of the Board and Chief Executive Officer with responsibilities including oversight of the organization and external strategic initiatives. Mr. Payne also serves as President and Chief Operating Officer with responsibilities including daily management of internal operations. Mr. Payne's total compensation reflects these broad responsibilities. Consistent with the overall compensation philosophy for senior executives, Mr. Payne's compensation has a greater amount of pay at-risk through incentives than through base salary. Since Mr. Payne is compensated as an executive, he is not eligible to receive compensation as a Director.

As noted on page 27 of the proxy under the Pension Benefits Table, during 1997 the Corporation entered into a nonqualified pension agreement ("Pension Agreement") with Mr. Payne in consideration of Mr. Payne's agreement that RPS granted in 1995, 1996 and 1997 would be cancelled. In entering the Pension Agreement, the Board of Directors considered the following:

- Mr. Payne had a significant beneficial interest in Corporation common stock, which was more than adequate to continue to provide motivation for Mr. Payne to continue managing the Corporation in the best interests of shareholders.
- In 1997, the Corporation had consummated its largest acquisition, with significant total asset growth of approximately 51 percent. One of the Board's objectives was to provide a compensation mechanism providing retention features for Mr. Payne. Retention of Mr. Payne as President and Chief Executive Officer was desired following the Corporation's significant growth. The RPS shares surrendered for the Pension Agreement were scheduled to vest on dates in 1998, 1999 and 2000, while the Pension Agreement was not fully vested until December 31, 2002. Additionally, the 20-year certain pension provided under the Pension Agreement commences upon Mr. Payne's attainment of age 55. Mr. Payne was age 42 at the time of entering the Pension Agreement.
- The economic value of the surrendered RPS and the Pension Agreement were considered equivalent based on actuarial assumptions.

Compensation Awarded to Named Executive Officers

Base salaries for participants in the executive compensation program are generally limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance. As such, base pay increases are generally infrequent and limited to "control points" assigned to each position. The non-equity cash incentive formula has the following components:

⁽¹⁾ Due to merger and acquisition activity, the Corporation converts stock option grants outstanding for acquired companies based on the terms and conditions of related merger agreements. The dating of such converted stock options generally remains as originally dated by the acquired company. As a result, the Corporation at times has options outstanding related to acquisitions with grant dates different from its routine stock option granting practices.

“Target”		Composite Corporate		Cash
Cash	X	Divisional and Individual	=	Incentive
Incentive		Performance Level		Award

In structuring performance goals for the named executive officers, the Compensation Committee emphasizes goals, which if achieved, will benefit the overall Corporation. As such, senior management level positions have high relative weighting on corporate objectives, and divisional leadership positions also have significant weighting on divisional objectives. The “target” cash incentive and the weighting of goals for the named executive officers for 2011 performance were as follows:

	“Target” Cash Incentive	Goal Weighting		
		Corporate	Divisional	Individual
Mr. Payne	\$371,000	80%	–	20%
Mr. Thorson	82,000	55%	25%	20%
Ms. Finger	82,000	55%	20%	25%
Mr. Hansen	73,900	55%	35%	10%
Mr. Robinson	75,000	50%	40%	10%

The Compensation Committee establishes corporate goals with the intent to balance current profitability with long-term stability of the Corporation and its future earnings potential. The 2011 corporate performance goals related to current year “profitability” included return on equity, return on assets and diluted earnings per share. The performance goals designed to maintain the long-term stability of the Corporation include “quality” and “control” components. The “quality” measures include loan portfolio quality measures (originated classified loans and other real estate owned, originated non-performing loans and originated other real estate owned, and net loan losses to average originated loans) and service quality measures (external service quality to customers and internal service quality of support departments and branches). The “control” measures include non-interest expense to revenues (efficiency ratio), the level of non-interest expenses, and internal audit results. By maintaining both current year “profitability” goals and longer-term “quality” and “control” goals, Management has a disincentive to maximize current earnings at the expense of longer-term results.

For 2011, the Compensation Committee expected a highly uncertain operating environment given fragile economic conditions following the severe recession of 2008 and 2009. As a result, the Committee reserved the ability to exercise a certain degree of judgment in adjusting target goals based on the resulting operating environment.

The Compensation Committee determined the 2011 operating environment was generally characterized as follows:

- The economy grew at a level below economic potential. Inflation was not problematic and employment remained very weak with relatively high unemployment. Real estate values did not recover from valuation declines experienced during the recession.
- The Federal Reserve continued to provide monetary stimulus through a variety of means including increasing demand for longer-dated treasury bonds which caused longer-term interest rates to decline.
- The FDIC continued to take failed banks into receivership, although the number of banks on the FDIC “problem list” began to decline. The Federal Deposit Insurance Corporation (“FDIC”) reported in the fourth quarter 2011 that the Deposit Insurance Fund remained in a deficit position, causing insurance assessments to remain elevated.
- New regulations on financial institutions significantly curtailed long-standing sources of revenue.

- Interest rates on high-quality loans and investment securities remain extremely low, well below the yields on the Company's loan and investment portfolios. Competitive pricing of loans was fierce.

The Compensation Committee considered Management's response to the current operating environment including:

- Management consistently maintained conservative loan underwriting practices to appropriately manage the Company's exposure to credit risk;
- Management maintained loan pricing at levels appropriate for longer-term profitability;
- Management pursued fee income growth outside deposit based fees in response to new regulations;
- Management controlled operating costs in a manner to offset the effect of environmental pressures on revenues;
- Management maintained an "interest rate neutral" position with its assets, liabilities and capital. As such, future changes in interest rates should not have a significant impact on revenue; and
- Adequate capital levels were maintained to accommodate growth opportunities.

The Compensation Committee chose to make adjustments to actual results to take into account the impact of the operating environment. Adjusted actual results against "target" performance goals were:

	Performance "Target"	Adjusted Actual Results
Profitability Goals:		
Return on average shareholders' equity	17.5%	17.6%
Return on average assets	1.86%	1.87%
Diluted earnings per share	\$3.22	\$3.22
Quality Goals:		
Classified originated loans and other real estate owned	\$70 million	\$75 million
Non-performing originated loans and other real estate owned	\$30 million	\$32 million
Net loan losses to average originated loans	0.70%	0.73%
Service quality	Improving	Improving
Control Goals:		
Non-interest expense to revenues (efficiency ratio)	44.6%	43.7%
Non-interest expenses	\$126.4 million	\$123.4 million
Below satisfactory internal audits	none	none

In reviewing the operating environment, Management's response to the operating environment, and adjusted results compared to "target" performance goals, the Compensation Committee determined corporate performance to be 110% of target goals.

As described above, divisional and individual goals are used in conjunction with corporate performance goals to determine cash bonus awards.

In addition to daily management responsibilities, Mr. Payne's individual goals included:

- Managing the Company to satisfactory financial results including revenue stabilization, cost control, and risk management;
- Developing merger and acquisition opportunities;
- Improving credit quality;
- Maintaining quality shareholder relations with effective communication;
- Fostering effective sales and service activities throughout the Company;
- Effective internal control management to include regulatory examination and other audit results; and
- Following effective personnel practices including succession planning.

Based on individual performance against these goals, the Committee exercised its discretion and assigned Mr. Payne a composite corporate and individual performance level of 67%.

In addition to routine on-going divisional responsibilities, Mr. Thorson managed the Finance Division toward functional goals, which included:

- Adoption of new SEC reporting requirements and other enhancements to financial reporting;
- Personnel recruiting and development; and
- Evaluation of shareholder communications.

Based on the Finance Division's results, the Committee determined divisional performance to be 119%.

In addition to daily management responsibilities, Mr. Thorson's individual goals included:

- Coordination of regulatory examinations;
- Planning and forecasting of financial results;
- Evaluation of new regulations; and
- Evaluation of regulatory capital.

Based on individual performance against these goals, the Committee determined Mr. Thorson's individual performance to be 138%. In considering all elements of performance, the Committee exercised its discretion and assigned Mr. Thorson a composite corporate, divisional and individual performance level of 142%.

In addition to routine on-going divisional responsibilities, Ms. Finger managed the Treasury Division toward functional goals, which included:

- Asset and liability risk management;
- Management of investment portfolio activity;
- Management of merchant credit card and trust operations including sales activities revenue levels, and expense containment; and
- Management of balance sheet, interest rate risk position, funding, and liquidity.

Based on the Treasury Division's results, the Committee determined divisional performance to be 123%.

In addition to daily management responsibilities, Ms. Finger's individual goals included:

- Management of the stock repurchase program;
- Merger and acquisition due diligence; and
- Management of any corporate litigation.

Based on individual performance against these goals, the Committee determined Ms. Finger's individual performance to be 134%. As a result, Ms. Finger's composite corporate, divisional and individual performance level was 119%.

In addition to routine on-going divisional responsibilities, Mr. Hansen managed the Operations and Systems Division toward functional goals, which included:

- Achievement of high-quality internal customer service delivery;
- Cost control;
- Management of significant information systems projects; and
- Satisfactory regulatory and internal audit results.

Based on the Operations and Systems Division's results, the Committee determined divisional performance to be 120%.

In addition to daily management responsibilities, Mr. Hansen's individual goals included:

- Transitional management of key departments;
- Evaluation of new regulations; and
- Management of third-party service providers.

Based on individual performance against these goals, the Committee determined Mr. Hansen's individual performance to be 123%. As a result, Mr. Hansen's composite corporate, divisional and individual performance level was 115%.

In addition to routine on-going divisional responsibilities, Mr. Robinson managed the Banking Division toward functional goals which included:

- Sales and customer relationship management;
- Cost control; and
- Personnel development and management.

Based on the Banking Division's results, the Committee determined divisional performance to be 113%.

In addition to daily management responsibilities, Mr. Robinson's individual goals included:

- Direct management in certain geographic regions; and
- Personnel succession planning.

Based on individual performance against these goals, the Committee determined Mr. Robinson's individual performance to be 125%. As a result, Mr. Robinson's composite corporate, divisional and individual performance level was 113%.

Based on the above described performance against objectives, the Committee determined cash incentive awards as follows:

	“Target” Cash <u>Incentive</u>	X	Composite Corporate Divisional and Individual <u>Performance Level</u>	=	Cash Incentive <u>Award</u>
Mr. Payne	\$371,000		67%		\$250,000
Mr. Thorson	82,000		142%		116,500
Ms. Finger	82,000		119%		97,100
Mr. Hansen	73,900		115%		84,700
Mr. Robinson	75,000		113%		84,400

The size of stock grants is determined by corporate performance using a stated formula. For achievement of corporate performance in 2011, the following stock grants were awarded in January 2012:

	“Target” Nonqualified Stock Option Grant	X	Corporate Performance Level	=	Nonqualified Stock Option Award
Mr. Payne	–		110%		–
Mr. Thorson	19,700		110%		21,700
Ms. Finger	19,700		110%		21,700
Mr. Hansen	17,600		110%		19,400
Mr. Robinson	19,800		110%		21,800

	“Target” RPS Grant	X	Corporate Performance Level	=	RPS Award
Mr. Payne	–		110%		–
Mr. Thorson	2,400		110%		2,680
Ms. Finger	2,400		110%		2,680
Mr. Hansen	2,200		110%		2,410
Mr. Robinson	2,450		110%		2,690

RPS awards vest three years following the grant date, only if certain corporate performance objectives are achieved over the three-year period. In January 2012, the Compensation Committee evaluated whether the three-year corporate performance objectives were met for RPS awards granted in January 2009. The performance objectives for the RPS granted in January 2009 included:

- 3-year cumulative diluted earnings per share (EPS);
- 3-year average of annual return on average total assets (ROA);
- 3-year average of annual return on average shareholders’ equity relative to industry average ROE (ROE differential);
- Ending non-performing assets to total assets (NPA); and
- 3-year average of annual growth in revenues per share (RevPS growth).

The RPS would vest if any one of the following performance results were achieved:

- 4 of 5 objectives reaching “threshold” performance level;
- 3 of 5 objectives reaching “target” performance level; or
- 2 of 5 objectives reaching “outstanding” performance level.

The goals and achieved results were:

	Threshold	Target	Outstanding	Result
EPS	\$9.50	\$10.00	\$10.30	Threshold
ROA	1.90%	2.00%	2.20%	Target
ROE differential	3.0%	3.5%	4.5%	Outstanding
NPA	0.70%	0.55%	0.40%	Threshold
RevPS growth	1.0%	2.0%	4.0%	Below Threshold

With four of the five goals achieved at “threshold” performance level or better, the Compensation Committee determined the RPS shares awarded in 2009 vested upon achievement of three-year goals.

Nonqualified Deferred Compensation Programs

The Corporation maintains nonqualified deferred compensation programs to provide senior and mid-level

executives the ability to defer compensation in excess of the annual limits imposed on the Corporation's "401(k)" plan. The Corporation believes these tax deferral programs enhance loyalty and motivate retention of executives. These programs allow executives to defer cash pay and RPS shares upon vesting. The programs also allow Directors to defer Director fees.

- Cash pay deferred in the program accumulates in accounts in the names of the participating Directors and executives. The Corporation credits the balance of these accounts with interest using an interest rate that approximates the crediting rate on corporate-owned life insurance policies, which finance the cash pay deferral program. Deferrals and interest credits represent general obligations of the Corporation.
- The common stock the Corporation issues to executives upon the vesting of RPS grants may be deferred into the program and deposited into a "Rabbi Trust." Since these shares are outstanding shares of the Corporation's common stock, the Corporation pays dividends on these shares at the same rate paid to all shareholders. The shares held in the "Rabbi Trust" are subject to claims by the Corporation's creditors.

Employment Contracts

None of the executives named in the accompanying tables have employment contracts with the Corporation.

Compensation in the Event of a Change in Control

The banking industry has significant merger and acquisition activity. To promote retention of senior executives, unvested NQSO and RPS grants contain a "change in control" provision, which trigger full vesting upon a change in control. The Compensation Committee determined these provisions were appropriate in order to retain executives to continue managing the Corporation after any "change in control" was announced through its ultimate consummation. Since none of the named executive officers have entered employment contracts with the Corporation, they serve in an "at-will" capacity and could terminate their employment at any time. The Compensation Committee felt it would be in the best interests of shareholders to have a retention mechanism in place to provide continuity of management during a "change in control" process. Further, the Committee expects the named executive officers would be terminated by an acquiring institution rather than retained in a similar functional capacity.

The Corporation also maintains a Severance Payment Plan covering all employees to promote employee retention. The Severance Payment Plan provides salary continuation benefits for employees in the event of a "change in control." The amount of salary continuation benefits is based on years of service and corporate title, but in no event exceed the equivalent of one times annual salary. All named executive officers are eligible for one year's salary under the plan.

Other

Internal Revenue Code ("IRC") Section 162(m) places a limit on the amount of compensation that may be deducted by the Corporation in any year with respect to certain of the Corporation's highest-paid executives. Certain "performance-based compensation" is not counted toward this limit. The Corporation intends generally to qualify compensation paid to executive officers for deductibility under the IRC, including Section 162(m), but reserves the right to pay compensation that is not deductible.

Board Compensation Committee Report

We, the Compensation Committee of the Board of Directors of the Corporation, have reviewed and discussed the Compensation Discussion and Analysis with Management. Based on that review and discussion, we have recommended to the Board of Directors inclusion of the Compensation Discussion and Analysis in this Proxy Statement and the Corporation's Annual Report on Form 10-K for the year ended December, 31, 2011.

Submitted by the Employee Benefits and Compensation Committee

Patrick D. Lynch, Chairman

Etta Allen

Arthur C. Latno, Jr.

Ronald A. Nelson

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer or employee of the Corporation or any of its subsidiaries, or entered into (or agreed to enter into) any transaction or series of transactions with the Corporation or any of its subsidiaries with a value in excess of \$120,000. None of the executive officers of the Corporation has served on the Board of Directors or on the Compensation Committee of any other entity, where one of that entity's executive officers served either on the Board of Directors or on the Compensation Committee of the Corporation.

Summary Compensation

The following table sets forth summary compensation information for the chief executive officer, chief financial officer and each of the other three most highly compensated executive officers for the fiscal years ending December 31, 2011, 2010 and 2009. These persons are referred to as named executive officers elsewhere in this Proxy Statement.

Summary Compensation Table For Fiscal Year 2011

<u>Name Position</u>	<u>Year</u>	<u>Salary</u>	<u>Stock Awards</u> ⁽¹⁾	<u>Option Awards</u> ⁽²⁾	<u>Non-Stock Incentive Plan Compensation</u> ⁽³⁾	<u>Change in Pension Value and Nonqualified Deferred Compensation Earnings</u> ⁽⁴⁾	<u>All Other Compensation</u> ⁽⁵⁾	<u>TOTAL</u>
David L. Payne	2011	\$371,000	\$126,900	\$-	\$250,000	\$-	\$18,779	\$766,679
Chairman,	2010	371,000	-	-	250,000	-	21,104	642,104
President & CEO	2009	371,000	-	-	450,000	-	19,476	840,476
John "Robert" A. Thorson	2011	149,000	122,839	117,660	116,500	20,393	16,844	543,236
SVP & Chief	2010	149,000	124,577	140,816	111,500	11,868	15,798	553,559
Financial Officer	2009	142,000	117,982	97,416	113,300	10,171	15,722	496,591
David L. Robinson	2011	150,000	123,854	118,215	84,400	16,495	16,927	509,891
SVP/Banking	2010	150,000	125,143	141,493	86,300	9,491	16,926	529,353
Division Manager	2009	150,000	118,816	98,318	85,800	8,229	21,760	482,923
Jennifer J. Finger	2011	129,996	122,839	117,660	97,100	16,826	19,321	503,742
SVP & Treasurer	2010	129,996	124,577	140,816	95,400	10,136	19,025	519,950
	2009	129,996	117,982	97,416	93,700	9,254	19,847	468,195
Dennis R. Hansen	2011	130,008	110,656	106,560	84,700	14,124	31,864	477,912
SVP/Operations & Systems	2010	130,008	112,118	126,599	84,700	8,395	31,711	493,531
Division Manager	2009	130,008	106,309	88,396	85,300	7,529	31,833	449,375

⁽¹⁾ Stock Awards represent RPS shares as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

⁽²⁾ Option awards represent Nonqualified Stock Options as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

⁽³⁾ The amounts shown are non-equity incentive compensation only. No interest or other form of earnings was paid on the compensation.

⁽⁴⁾ The amounts include interest paid on deferred cash compensation to the extent the interest exceeds 120% of the long-term Applicable Federal Rates with compounding. The Corporation has no defined benefit pension plan. Mr. Payne has a pension agreement, which is discussed under "Pension Benefits for 2011."

⁽⁵⁾ Each of the above-named executive officers received less than \$10,000 of aggregate perquisites and personal benefits, except for Mr. Hansen who received a car allowance of \$12,000. All other compensation includes Corporation contributions to defined contribution plans (401(k) and Profit Sharing), and amounts added to taxable wages using IRS tables for the cost of providing group term life insurance coverage that is more than the cost of \$50,000 of coverage. It also includes the dollar value of the benefit to Mr. Payne for the portion of the premium payable by the Corporation with respect to a split dollar life insurance policy (projected on an actuarial basis), and a bonus paid to Mr. Payne in the amount of his portion of the split dollar life insurance premium.

Based on the compensation disclosed in the Summary Compensation Table, approximately 33% of total compensation comes from base salaries. See Compensation Discussion and Analysis for more details.

Grants Of Plan-Based Awards Table For Fiscal Year 2011

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units ⁽¹⁾	All Other Stock Awards: Number of Securities Underlying Options ⁽²⁾	Exercise or Base Price of Option Awards (\$/Share)	Grant Date Fair Value ⁽³⁾
		Threshold	Target	Maximum				
David L. Payne	1/27/11	\$0	\$371,000	\$556,500	-	-	-	-
	1/27/11	-	-	-	2,500	-	\$0	\$126,900
	1/27/11	-	-	-	-	-	-	-
John "Robert" A. Thorson	1/27/11	0	82,000	123,000	-	-	-	-
	1/27/11	-	-	-	2,420	-	0	122,839
	1/27/11	-	-	-	-	21,200	50.76	117,660
David L. Robinson	1/27/11	0	75,000	112,500	-	-	-	-
	1/27/11	-	-	-	2,440	-	0	123,854
	1/27/11	-	-	-	-	21,300	50.76	118,215
Jennifer J. Finger	1/27/11	0	82,000	123,000	-	-	-	-
	1/27/11	-	-	-	2,420	-	0	122,839
	1/27/11	-	-	-	-	21,200	50.76	117,660
Dennis R. Hansen	1/27/11	0	73,900	110,850	-	-	-	-
	1/27/11	-	-	-	2,180	-	0	110,656
	1/27/11	-	-	-	-	19,200	50.76	106,560

⁽¹⁾ Includes RPS grants. There is no dollar amount of consideration paid by any executive officer on the grant or vesting date of an award.

The material terms of the RPS grants are as follows:

- The performance and vesting period is three years;
- Multiple performance goals are established by the Compensation Committee for each grant;
- Compensation Committee may revise the goals upon significant events;
- Three-year performance criteria are limited to those provided in the 2003 Amended Plan, as described on page 15;
- Accelerated vesting occurs upon dissolution or liquidation of the Corporation or sale of all assets to another entity or a tender offer for 5% or more of outstanding stock; and
- No dividends are paid or accrued prior to settlement or deferral delivery of shares which takes place approximately two months after vesting.

⁽²⁾ Includes NQSO grants with an exercise price of not less than 100% of fair market value as of the date of grant.

The material terms of the NQSO's listed in the table are as follows:

- Options vest ratably over three years beginning one year from date of grant;
- Options expire 10 years following grant date;

- Exercise price is 100% of fair market value as defined in the 2003 Amended Plan;
- Dividends are not paid on unexercised options;
- Vesting ceases upon termination of employment, whatever the reason, except if vesting is accelerated as described below;
- Vested options may be exercised within 90 days of termination of employment and within one year upon death or disability; and
- Accelerated vesting occurs upon dissolution or liquidation of the Corporation or sale of all assets to another corporation or a tender offer for 5% or more of outstanding stock.

⁽³⁾ The amounts shown for NQSOs and RPS awards represent the aggregate grant date fair market value.

Outstanding Equity Awards Table at Fiscal Year End 2011

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price(\$)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ⁽²⁾ (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) valued at 12/31/11 ⁽²⁾
David L. Payne	250,000	-	\$40.750	1/23/13		
	250,000	-	49.610	1/22/14		
	250,000	-	52.539	1/26/15	2,500	\$109,750
John "Robert" A. Thorson	10,830	-	49.610	1/22/14		
	14,400	-	52.539	1/26/15		
	18,437	-	52.560	1/26/16		
	22,204	-	48.390	1/25/17		
	23,148	-	47.130	1/24/18		
	14,400	7,200	43.015	1/21/19		
	6,934	13,866	56.625	1/28/20		
	-	21,200	50.760	1/27/21	7,450	327,055
David L. Robinson	8,790	-	49.610	1/22/14		
	9,000	-	52.539	1/26/15		
	11,449	-	52.560	1/26/16		
	11,175	-	48.390	1/25/17		
	23,286	-	47.130	1/24/18		
	14,533	7,267	43.015	1/21/19		
	6,967	13,933	56.625	1/28/20		
	-	21,300	50.760	1/27/21	7,500	329,250
Jennifer J. Finger	21,310	-	40.750	1/23/13		
	17,300	-	49.610	1/22/14		
	17,800	-	52.539	1/26/15		
	22,600	-	52.560	1/26/16		
	22,204	-	48.390	1/25/17		
	23,148	-	47.130	1/24/18		
	14,400	7,200	43.015	1/21/19		
	6,934	13,866	56.625	1/28/20		
	-	21,200	50.760	1/27/21	7,450	327,055
Dennis R. Hansen	10,820	-	40.750	1/23/13		
	8,790	-	49.610	1/22/14		
	9,000	-	52.539	1/26/15		
	11,449	-	52.560	1/26/16		
	19,882	-	48.390	1/25/17		
	20,930	-	47.130	1/24/18		
	13,067	6,533	43.015	1/21/19		
	6,234	12,466	56.625	1/28/20		
	-	19,200	50.760	1/27/21	6,710	294,569

⁽¹⁾ Option Awards vest ratably over three years beginning one year from date of grant. Options expiring in 2019 fully vested in January 2012. Options expiring in 2020 fully vest in January 2013. Options expiring in 2021 fully vest in January 2014.

⁽²⁾ RPS shares fully vest three years from date of grant if performance goals are met. RPS grants vest as follows: Ms. Finger – 2,830 shares vest in January 2012, 2,200 shares vest in January 2013, and 2,420 shares vest in January 2014; Messrs. Payne – 2,500 shares vest in January 2014; Thorson – 2,830 shares vest in January 2012, 2,200 shares vest in 2013, and 2,420 vest in January 2014; Hansen – 2,550 shares vest in January 2012, 1,980 shares vest in 2013, and 2,180 shares vest in January 2014; Robinson – 2,850 vest in January 2012, 2,210 shares vest in 2013, and 2,440 shares vest in January 2014.

Option Exercises and Stock Vested Table For Fiscal Year 2011

<u>Name</u>	<u>Option Awards</u>		<u>Stock Awards</u>	
	<u>Number of Shares Acquired on Exercise</u>	<u>Value Realized on Exercise(\$)</u>	<u>Number of Shares Acquired on Vesting</u>	<u>Value Realized on Vesting(\$)⁽¹⁾</u>
David L. Payne	250,000	\$1,587,960	9,440	\$481,723
John "Robert" A. Thorson	5,770	53,419	2,850	145,436
David L. Robinson	21,910	185,254	2,860	145,945
Jennifer J. Finger	16,840	73,476	2,850	145,435
Dennis R. Hansen	5,090	59,858	2,560	130,636

⁽¹⁾ Amounts represent value upon vesting of RPS shares. Mr. Hansen and Mr. Robinson deferred receipt of RPS shares upon vesting into a Rabbi Trust for either two years or until termination under the Westamerica Deferral Plan. Dividends are paid in cash during deferral period and distributions are paid in stock.

Pension Benefits for 2011

<u>Name</u>	<u>Plan Name</u>	<u>Present Value of Accumulated Benefit</u>	<u>Payments during last Fiscal Year</u>
David L. Payne	Non-Qualified Pension Agreement	\$6,257,539	\$511,950

During 1997, the Corporation entered into a nonqualified pension agreement with Mr. Payne in consideration of Mr. Payne's agreement that RPS awards granted in 1995, 1996 and 1997 would be cancelled. In January 2000, the Compensation Committee, based on the Corporation's achievement of certain performance goals which had first been established for Mr. Payne's 1995, 1996 and 1997 RPS awards, determined Mr. Payne's annual pension would be \$511,950. The pension commenced in 2010 at age 55 and will be paid to Mr. Payne for 20 years.

The discount rate used to determine the present value is 4.60%, as used by the Corporation in determining benefit obligations for its post-employment retirement benefits as of December 31, 2011. The obligation is an unfunded general obligation of the Corporation.

Nonqualified Deferred Compensation Table For Fiscal Year 2011

<u>Name</u>	<u>Executive Contributions in Last Fiscal Year</u> ⁽¹⁾	<u>Aggregate Earnings in Last Fiscal Year</u> ⁽²⁾	<u>Aggregate Withdrawals/ Distributions</u> ⁽³⁾	<u>Aggregate Balance at Last Fiscal Year End</u> ⁽⁴⁾
David L. Payne	\$ –	\$ –	\$ –	\$ –
John "Robert" A. Thorson	86,770	66,499	–	1,150,712
David L. Robinson	228,720	-101,342	- 22,591	1,652,178
Jennifer J. Finger	44,433	-198,437	- 36,294	2,045,915
Dennis R. Hansen	179,029	-69,009	- 16,812	1,332,760

⁽¹⁾ RPS shares deferred upon vesting in 2011 were disclosed as compensation in the Summary Compensation Table in 2008, the year of grant, and are therefore excluded from the Summary Compensation Table for Fiscal Year 2011. Non-equity incentive plan compensation deferred in 2011 was earned in 2010 and disclosed as compensation in the Summary Compensation Table for 2010 and is therefore excluded from the Summary Compensation Table for Fiscal Year 2011. In 2011, Mr. Robinson deferred \$12,000 of salary earned in 2011 which is included in the Summary Compensation Table for Fiscal Year 2011.

⁽²⁾ Includes change in value of deferred RPS shares, dividends earned on deferred RPS shares, and interest earned on deferred cash compensation. The amounts included in Summary Compensation Table for Fiscal Year 2011 on page 24 are as follows: Ms. Finger – \$16,826; Messrs. Thorson – \$20,393; Robinson – \$16,495; and Hansen – \$14,124.

⁽³⁾ Includes dividends paid on deferred RPS shares.

⁽⁴⁾ Aggregate balance of deferred compensation reported as compensation prior to 2011 is as follows: Ms. Finger — \$ 2,280,648; Messrs. Thorson – \$1,084,213; Hansen – \$1,286,128; and Robinson – \$1,616,136.

Under the Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (the “Deferred Compensation Plan”), Directors and Officers may defer up to 100% of their Director’s compensation, salary and/or non-equity incentive compensation (cash bonus) into a non-qualified, unfunded deferred compensation program. The interest rate paid during 2011 was 6.00%. The interest rate may be changed annually. Interest is compounded semi-monthly. Participants choose in advance from the following distribution commencement dates: termination of employment, January 1 following termination of employment, or a specific date at least five years from date of deferral. Payment is made in a lump sum unless the participant chooses a four-year, five-year, or ten-year annual installment.

Under the Westamerica Bancorporation Deferral Plan, 100% of vested RPS grants may be deferred. Dividends paid on such issued and outstanding shares are paid in cash to the deferral participants, and are paid at the same rate as is paid to all other shareholders. The distribution of deferred RPS shares occurs at least two years after deferral, one month following termination, or the January 1 immediately following termination as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Potential Payments Upon Termination or Change in Control

Payments to be made to the named executive officers in the event of termination of employment or change in control are described below.

Termination

Vested NQSOs may be exercised within 90 days of termination and within one year of death or disability. RPS shares vest if the Compensation Committee determines performance goals are met. Terminated employees will receive vested RPS shares if the settlement date of the RPS grant occurs within 90 days of termination. Employees separating from service due to death, disability or retirement are eligible to receive a pro rata portion of granted RPS shares if the Compensation Committee determines that the performance goals are likely to be met for the grant period. The pro rata basis is determined by the number of full years of the vesting period completed before date of death, disability or retirement.

Deferred compensation account balances are distributed on January 1 following termination, or a specific date at least five years from the date of deferral in the form of annual payments over four years. Payment may also be made in a lump sum or in annual payments for five or ten years as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Change in Control

A change in control is defined under the 2003 Amended Plan as shareholder approval of a dissolution or liquidation of the Corporation or a sale of substantially all of the Corporation's assets to another corporation, or a tender offer for 5% or more of the Corporation's outstanding common stock or a merger in which the Corporation's shareholders before the merger hold less than 50% of the voting power of the surviving corporation after the merger.

In the event of a change in control, unvested NQSOs and RPS shares immediately vest. The value of in-the-money options and RPS shares subject to accelerated vesting for each of the named executive officers is as follows: Ms. Finger: \$333,427; Messrs. Payne: \$109,750; Thorson: \$333,427; Robinson: \$335,681; and Hansen: \$300,351. The value is computed by multiplying the difference between the market value on December 30, 2011, the last business day of 2011, and the exercise price of each option by the number of shares subject to accelerated vesting.

Under the Corporation's Severance Payment Plan, executive officers receive six weeks pay for every year or partial year of service up to a maximum of one year's base salary (see Summary Compensation Table for Fiscal Year 2011 for annual base salary for all named executive officers). All named executive officers have met the service requirement for one year's base salary. Severance pay is paid in a lump sum or on a semi-monthly basis at the discretion of the Corporation, subject to Section 409A of the Internal Revenue Code.

Certain Relationships and Related Party Transactions

In accordance with the Audit Committee Charter, the Audit Committee is responsible for reviewing and approving or disapproving all related party transactions required to be disclosed by Item 404 of Regulation S-K for potential conflicts of interest. Additionally, the Corporation's Code of Conduct and Ethics provides rules that restrict transactions with affiliated persons.

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Corporation in the ordinary course of business. With the exception of the Corporation's Employee Loan Program, all outstanding loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to the Corporation, did not involve more than a normal risk of collectibility, and did not present other favorable features. As part of the Employee Loan Program, all employees, including executive

officers, are eligible to receive mortgage loans with interest rates one percent (1%) below Westamerica Bank's prevailing interest rate at the time of loan origination. Westamerica Bank makes all loans to executive officers under the Employee Loan Program in compliance with the applicable restrictions of Section 22(h) of the Federal Reserve Act. Messrs. Hansen, Payne and Thorson have mortgage loans through this Program. The largest aggregate amount of principal during 2011 was \$273,601, \$496,363 and \$369,669, respectively. The principal amount outstanding at December 31, 2011 was \$264,291, \$478,837 and \$353,908, respectively. The amount of principal paid during 2011 was \$9,311, \$17,526, and \$15,761, respectively. The amount of interest paid during 2011 was \$5,759, \$9,876 and \$7,230, respectively. The rate of interest payable on the loan is 1.875%, 1.875% and 1.875%, respectively.

Mr. Hansen also has a \$99,000 line of credit. The largest amount of principal outstanding during 2011 was \$83,375. The amount of principal paid during 2011 was \$140,298 and the principal amount outstanding at December 31, 2011 was \$0.00. The amount of interest paid during 2011 was \$1,676. The variable rate of interest payable on the line of credit is Wall Street Journal Prime minus 0.5%

PROPOSAL 2 – APPROVE A NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Background

The 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) required that shareholders cast a non-binding advisory vote last year on the executive compensation paid to the executive officers listed in the Summary Compensation Table (a so-called “say-on-pay” vote), as well as an advisory vote with respect to whether future say-on-pay votes will be held every one, two or three years. The result of last year's vote on the proposal to determine the frequency of future say-on-pay proposals was that shareholders should review executive compensation annually. Therefore, Proposal 2 requests that shareholders again approve the compensation paid to our named executive officers. Last year 99% of the shares voting on this proposal voted to support our corporation's executive compensation strategy.

We believe that our compensation policies and procedures are centered on a pay-for-performance culture and are strongly aligned with the long-term interests of our shareholders. Our incentive compensation plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, and restricted performance shares. The Summary Compensation Table shows very stable base salaries indicative of our greater emphasis on performance-based stock and non-stock awards. Our stock and option awards are based on a minimum achievement of meeting the “threshold” level for each pre-established objective. Both awards have a three-year vesting period. Our annual incentive plan incorporates at least four financial and/or strategic performance metrics in order to properly balance risk with the incentives to drive our key annual financial and/or strategic initiatives; in addition, the annual incentive program incorporates a 150% maximum payout to further manage risk and the possibility of excessive payments.

In 2003 shareholders approved the Corporation's 2003 Amended Plan to include the following changes:

- Disallowing re-pricing stock options for poor stock performance;
- Limiting the number of shares that may be awarded; and
- Requiring the Compensation Committee to meet the definition of independence to enable any award intended to qualify as “performance based compensation” to meet Section 162(m) of the Internal Revenue Code. In 2009 shareholders re-approved the performance criteria for performance-based awards under the 2003 Amended Plan.

Vote Required

The “Say on Pay” proposal gives you as a shareholder the opportunity to endorse or not endorse our executive pay program through the following resolution:

“Resolved, that the shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the compensation discussion and analysis, the compensation tables and any related footnotes and narratives in the Corporation’s proxy statement for the annual meeting of shareholders.”

Because your vote is advisory, it will not be binding on the Board or create or imply any additional fiduciary duty by the Board. However, the Compensation Committee may take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.

PROPOSAL 3 - APPROVE THE 2012 AMENDED AND RESTATED STOCK OPTION PLAN OF 1995

General

The Corporation’s Stock Option Plan of 1995 was adopted by the Board on January 26, 1995 and approved by shareholders on April 25, 1995. The Amended and Restated Stock Option Plan of 1995 was approved by shareholders on April 24, 2003 (the “2003 Amended Plan”). The Amended 2003 Plan will expire on April 24, 2013. Shareholders are being asked to further amend the 2003 Amended Plan by approving the 2012 Amended and Restated Stock Option Plan of 1995 (the “2012 Amended Plan”) that will, among other things, reduce the number of shares available for future issuance from 4,307,593 to 1,500,000, extend the term of the plan to April 26, 2022, and amend the circumstances which define a “change of control” which results in full vesting of all stock awards. The 2012 Amended Plan is subject to shareholder approval at the April 26, 2012 Annual Meeting of Shareholders. A summary of proposed changes is set forth below, followed by a summary description of the entire 2012 Amended Plan. The full text of the 2012 Amended Plan is attached to this proxy statement as Exhibit A.

Approval of the 2012 Amended Plan will allow Westamerica to continue to provide long-term incentives to employees who are responsible for the success and growth of Westamerica, to further align the interests of employees with the interests of the shareholders and to assist Westamerica in attracting and retaining employees of experience and outstanding ability.

Summary of Changes

Available Shares Limited. On January 1 of each plan year, the 2003 Amended Plan reserves shares outstanding for issuance, in addition to unissued, cancelled, terminated or forfeited shares from previous years of the plan. The 2003 Amended Plan limits annual reserves for options to the least of (i) 2% of shares outstanding on January 1 of each plan year, (ii) 675,000 shares, or (iii) a lesser amount as the Board may determine. The 2012 Amended Plan eliminates the annual reservation of shares outstanding for issuance and reduces the current reserve of 4,307,593 shares to 1,500,000 (plus shares that become available if awards under prior plans expire unexercised or are cancelled, forfeited or terminated before being exercised). Any additional authorization of shares available for issuance must be approved by shareholders. The average annual grant of shares during 2009, 2010, and 2011 under the current plan has been approximately 291,000.

Plan Expiration Date. The 2003 Amended Plan expires April 24, 2013. The proposed 2012 Amended Plan expires on April 26, 2022 after which shareholder approval is again required to extend the term or approve a new stock option plan.

Full Vesting of Awards Upon a Change in Control. The 2003 Amended Plan states that Options and Restricted Performance Shares shall immediately become exercisable in full and deemed fully vested, respectively, in the event that either (a) the shareholders of the Corporation approve a dissolution or liquidation of the Corporation or a sale of all or substantially all of the Corporation's assets to another corporation, or (b) a tender within the meaning of Section 14 of the Exchange Act is made for five percent (5%) or more of the Corporation's outstanding Common Stock by any person other than the Corporation or any of its Subsidiaries.

The proposed 2012 Amended Plan states that Options and Restricted Performance Shares shall immediately become exercisable in full and deemed fully vested, respectively, in the event of a "Change of Control," defined as: (i) The acquisition by any individual, entity, or group (other than a trustee or other fiduciary holding securities under an employee benefit plan of the Corporation or a corporation owned directly or indirectly by the shareholders of the Corporation in substantially the same proportions as their ownership of Common Stock of the Corporation) of Beneficial Ownership of twenty-five percent (25%) or more of the combined voting power of the Corporation's then outstanding securities with respect to the election of Directors of the Corporation; (ii) The consummation of a reorganization, merger, or consolidation of the Corporation or sale or other disposition of all or substantially all of the assets of the Corporation; excluding, however, a corporate transaction pursuant to which all or substantially all of the individuals or entities who are the Beneficial Owners of the Corporation immediately prior to the corporate transaction will beneficially own, directly or indirectly, more than fifty percent (50%) of the outstanding shares of common stock of the resulting entity and of the combined voting power of the outstanding securities entitled to vote for the election of directors of such entity; or (iii) Individuals who, as of the Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of such Board; provided, that any individual who becomes a Director of the Corporation subsequent to the Effective Date, whose election, or nomination for election by the Corporation's shareholders, was approved by the vote of at least a majority of the Directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a Director of the Corporation as a result of an actual or threatened election contest, as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Securities Exchange Act of 1934, or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall not be deemed a member of the Incumbent Board.

No Repricing for Poor Stock Performance. The 2012 Amended Plan preserves Article IV paragraph 3 of the 2003 Amended Plan which states that the exercise price of outstanding options may not be decreased and no option may be cancelled or forfeited and immediately re-granted to affect the same result, and preserves Article XII of the 2003 Amended Plan which allows the price of options to be adjusted to reflect stock splits and other corporate actions.

Compensation Committee Composition. The 2012 Amended Plan preserves Article IV paragraph 1 of the 2003 Amended Plan which states that the composition of the Committee shall meet the definition of independence to enable any award intended to qualify as "performance based compensation" to meet Section 162(m) of the Internal Revenue Code.

Summary of the 2012 Amended Plan

Shares Available for Issuance. The proposed 2012 Amended and Restated Stock Option Plan of 1995 provides for awards in the form of restricted performance shares, stock options, stock appreciation rights (“SARs”), or any combination thereof. To date, no awards have been made under the 2012 Amended Plan or have been committed. The shares of common stock available for issuance under the 2003 Amended Plan as of February 27, 2012 are 4,307,593; shareholder approval of the 2012 Amended Plan will reduce the shares of Common Stock available for issuance to 1,500,000. In addition, awards outstanding under prior plans as of April 26, 2012 (approximately 2,385,284 shares) that expire or are cancelled, forfeited or terminated before being exercised shall become available for future awards under the 2012 Amended Plan. If any restricted performance shares, options or SARs granted under the 2012 Amended Plan are forfeited, or if options or SARs terminate for any other reason prior to exercise, then the underlying shares of Common Stock shall again become available for awards. If SARs are exercised for cash, the number of shares underlying such awards shall become available for further awards. Notwithstanding the foregoing, no more than 500,000 shares of Common Stock shall be available for the grant of incentive stock options (“ISOs”) over the term of the Plan. The shares available for award hereunder, the grants and the grant limits may be subject to adjustment for stock splits and certain other events.

Administration and Eligibility. The 2012 Amended Plan is to be administered by a committee of the Board whose composition will enable the 2012 Amended Plan to qualify (i) under Rule 16b-3 of the Exchange Act with regard to the grant of awards to persons who are subject to Section 16 of the Exchange Act and (ii) under Section 162(m) of the Internal Revenue Code (Code) with regard to any award intended to qualify as performance based compensation. The Committee selects the employees of the Corporation or any subsidiary who will receive awards, determines the size of the award and establishes the vesting or other conditions. All employees of the Corporation (or any subsidiary of the Corporation) are eligible to participate in the Plan. As of January 1, 2012, 34 employees were qualified by the Compensation Committee to participate in the 2003 Amended Plan. As of February 27, 2012, the fair market value of a Company common share was \$48.03.

Payment. In general, no payment will be required upon receipt of an award.

Restricted Performance Shares. A restricted performance share (“RPS”) is an unfunded bookkeeping entry representing the equivalent of one share of Common Stock, and it is nontransferable prior to the holder’s death. A holder of restricted performance shares has no voting rights or other privileges as a shareholder.

Restricted performance shares, when vested, will be settled by distributing shares of Common Stock. The number of shares of Common Stock distributed in settlement of restricted performance shares may be smaller than the number of restricted performance shares granted, depending upon the attainment of performance objectives. These performance conditions may be established pursuant to Code Section 162(m) and many include one or more of the following: (i) earnings, (ii) diluted earnings per share, (iii) revenue and revenue per diluted share, (iv) expenses, (v) share price, (vi) return on equity, (vii) return on equity relative to the average return on equity for similarly sized institutions, (viii) return on assets, (ix) return on assets relative to the average return on assets for similarly sized institutions, (x) efficiency ratio (operating expenses divided by operating revenues), (xi) net loan losses as a percentage of average loans outstanding, (xii) nonperforming assets, and (xiii) nonperforming assets as a percentage of total assets, and may be calculated in accordance with the formula established for a performance period. A performance period shall be any period not exceeding 36 months, as determined by the Committee in its sole discretion. No key employee shall receive a grant for more than 25,000 restricted performance shares with respect to a performance period.

Stock Options. Options may include nonstatutory stock options (NQSOs) as well as ISOs intended to qualify for special tax treatment. No optionee shall be granted options during any calendar year in excess of 300,000

shares of Common Stock. The term of an option cannot exceed ten years, and the exercise price of an option must be equal to or greater than the fair market value of the Common Stock on the date of grant. The exercise price of an option may be paid in any lawful form permitted by the Committee, including (without limitation) the surrender of shares of Common Stock already owned by the optionee. The Plan also allows the optionee to pay the exercise price of an option by giving exercise/sale directions. If exercise/sale directions are given, a number of option shares sufficient to pay the exercise price and any withholding taxes is issued directly to a securities broker selected by the Corporation who, in turn, sells these shares in the open market. The broker remits to the Corporation the proceeds from the sale of these shares, and the optionee receives the remaining option shares or cash.

Stock Appreciation Rights. A SAR permits the participant to elect to receive any appreciation in the value of the underlying stock from the Corporation in cash. No optionee shall be granted SARs during any calendar year in excess of 300,000 shares of the Common Stock of the Corporation. The amount payable on exercise of a SAR is measured by the difference between the market value of the underlying stock at exercise and the exercise price.

Vesting Conditions. As noted above, the Committee determines the number of restricted performance shares, stock options or SARs to be included in the award as well as the vesting and other conditions. The vesting conditions may be based on the employee's service, his or her individual performance, the Corporation's performance, or other criteria. Vesting conditions for RPS will be based on the Corporation's, individual's or other performance. It is anticipated that the vesting conditions for NQSOs, ISOs and SARs generally will be based on the employee's service after the date of grant. Vesting may be accelerated in the event of the employee's death, disability or retirement and will be fully accelerated in the event of a change in control with respect to the Corporation. For purposes of the 2012 Amended Plan, a change in control includes: (i) the acquisition by any individual, entity, or group (other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a corporation owned directly or indirectly by the shareholders of the Company in substantially the same proportions as their ownership of Stock of the Company) of Beneficial Ownership of twenty-five percent (25%) or more of the combined voting power of the Company's then outstanding securities with respect to the election of Directors of the Company; (ii) the consummation of a reorganization, merger, or consolidation of the Company or sale or other disposition of all or substantially all of the assets of the Company; excluding, however, a corporate transaction pursuant to which all or substantially all of the individuals or entities who are the Beneficial Owners of the Company immediately prior to the corporate transaction will beneficially own, directly or indirectly, more than fifty percent (50%) of the outstanding shares of common stock of the resulting entity and of the combined voting power of the outstanding securities entitled to vote for the election of directors of such entity; or (iii) individuals who, as of the Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of such Board; provided, that any individual who becomes a Director of the Company subsequent to the Effective Date, whose election, or nomination for election by the Company's shareholders, was approved by the vote of at least a majority of the Directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a Director of the Company as a result of an actual or threatened election contest, as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act, or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall not be deemed a member of the Incumbent Board.

Nontransferability of Awards. Unless the individual award agreement provides otherwise, with respect to awards other than incentive stock options, awards granted under the Plan may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the applicable laws of descent and distribution.

Modifications. The Committee is authorized, within the provisions of the Plan, to amend the terms of

outstanding restricted performance shares, to modify or extend outstanding options or SARs, or to exchange new options for outstanding options; provided, however, the Committee will not reprice options by canceling and immediately granting options with a lower price.

Federal Income Tax Consequences

The following discussion of the federal income tax consequences of the ISOs and NQSOs under the Plan is intended to be a summary of applicable federal law. State and local tax consequences may differ. Because the federal income tax rules governing options and related payments are complex and subject to frequent change, optionees are advised to consult their tax advisors prior to exercise of options or dispositions of stock acquired pursuant to option exercise.

ISOs and NQSOs are treated differently for federal income tax purposes. ISOs are intended to comply with the requirements of Section 422 of the Code. NQSOs need not comply with such requirements. An optionee is not taxed on the grant or exercise of an ISO. The difference between the exercise price and the fair market value of the shares on the exercise date will, however, be a preference item for purposes of the alternative minimum tax. If an optionee holds the shares acquired upon exercise of an ISO for at least two years following grant and at least one year following exercise, the optionee's gain, if any, upon a subsequent disposition of such shares is long-term capital gain. The measure of the gain is the difference between the proceeds received on disposition and the optionee's basis in the shares (which generally equals the exercise price). If an optionee disposes of stock acquired pursuant to exercise of an ISO before satisfying the one- and two-year holding periods described above, the optionee will recognize both ordinary income and capital gain in the year of disposition. The amount of the ordinary income will be the lesser of (i) the amount realized on disposition less the optionee's adjusted basis in the stock (usually the exercise price) or (ii) the difference between the fair market value of the stock on the exercise date and the exercise price. The balance of the consideration received on such a disposition will be long-term capital gain if the stock had been held for at least one year following exercise of the ISO. The Corporation is not entitled to an income tax deduction on the grant or exercise of an ISO or on the optionee's disposition of the shares after satisfying the holding period requirement described above. If the holding periods are not satisfied, the Corporation will be entitled to a deduction in the year the optionee disposes of the shares, in an amount equal to the ordinary income recognized by the optionee.

An optionee is not taxed on the grant of a NQSO. On exercise, however, the optionee recognizes ordinary income equal to the difference between the exercise price and the fair market value of the shares on the date of exercise. The Corporation is entitled to an income tax deduction in the year of exercise in the amount recognized by the optionee as ordinary income. Any gain on subsequent disposition of the shares is long-term capital gain if the shares are held for at least one year following exercise. The Corporation does not receive a deduction for this gain.

An optionee is not taxed on the grant of RPS. Upon receipt of vested shares, however, the optionee recognizes ordinary income equal to the fair market value of the shares on the date of distribution. The Corporation is entitled to an income tax deduction in the year of distribution in the amount recognized by the optionee as ordinary income. Any gain on subsequent disposition of the shares is long-term capital gain if the shares are held for at least one year following exercise. The Corporation does not receive a deduction for this gain.

An optionee is not taxed on the grant of SARs. Upon receipt of cash settlement, however, the optionee recognizes ordinary income equal to cash received. The Corporation is entitled to an income tax deduction in the year of settlement in the amount recognized by the optionee as ordinary income.

New Plan Benefits

The Committee has full discretion to determine the number and amount of options to be granted to employees under the Plan, subject to the Plan's grant limits. Therefore, the benefits and amounts that will be received by the Chief Executive Officer and the four other most highly compensated executive officers, the executive officers as a group and all other employees are not determinable. Details on stock options granted during the last three years to the Chief Executive Officer and the four other most highly compensated executive officers are presented in the table entitled Summary Compensation Table.

Equity Compensation Plan Information

The following table summarizes share information about Westamerica's equity compensation plans, including the 1995 Stock Option Plan, and the 2003 Amended Plan. These plans have been approved by our shareholders.

<u>Plan Category</u>	Number of securities to be issued upon exercise of outstanding options, warrants, and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ^{(1) (2)}
Equity compensation plans approved by shareholders	2,325,951 ⁽³⁾	\$49.34	4,060,710
Equity compensation plans not approved by security holders	–	N/A	–
Total	2,325,951	\$49.34	4,060,710

⁽¹⁾ The information in the above table is as of the end of the 2011 fiscal year.

⁽²⁾ Under the current Amended and Restated Stock Plan of 1995 (the "2003 Amended Plan"), the maximum aggregate number of shares for which options or other rights may be granted in any calendar year will be increased by the least of (i) two percent (2%) of the share of common stock outstanding as of the last day of the prior fiscal year, (ii) 675,000 shares, subject to adjustment pursuant to Article XII, or (iii) such lesser amount as the Board may determine. Any shares that have been reserved but not issued under Awards during any calendar year remain available for grant during any subsequent calendar year. Awards that expire or are cancelled, forfeited or terminated before being exercised again become available for future awards under the plan. If shareholders approve the proposed 2012 Amended and Restated Stock Option Plan of 1995:

- the number of shares remaining available for future issuance under equity compensation plans will be reduced to 1,500,000 (plus additional shares that become available as described below) as of April 26, 2012, which amount will be increased only by the affirmative vote of shareholders;
- unexercised and non-vested awards outstanding under prior plans as of April 26, 2012 (approximately 2,385,284 shares) will remain in force; and if they expire before being exercised or are cancelled, forfeited, or terminated, those shares will become available (in addition to the base number of 1,500,000 shares) for future awards under the 2012 Amended Plan;
- awards granted after April 26, 2012 under the 2012 Amended Plan that expire or are cancelled, forfeited or terminated before being exercised shall again become available for future awards under the plan; and
- the 2012 Amended and Restated Stock Option Plan of 1995 will remain in effect until April 26, 2022.

⁽³⁾ Includes 50,220 restricted performance shares (RPS) that were outstanding on December 31, 2011 under Westamerica's Amended and Restated Stock Option Plan of 1995. RPS awards currently outstanding vest upon achievement of predetermined performance goals at the end of the third year following the date of grant. RPS awards do not have an exercise price; their value is dependent upon the achievement of certain performance goals and may be settled for common stock on a one-for-one or cash basis. Accordingly, the RPS awards have been disregarded for purposes of computing the weighted-average exercise price.

Required Approval

The affirmative vote of the holders of a majority of the shares of Common Stock present and voting at the Meeting, but not less than a majority of a quorum, is required to approve the Plan. Properly executed proxies received by the Corporation which have not indicated any vote on the Plan will be voted FOR approval of the Plan.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE PLAN.

PROPOSAL 4 – RATIFY SELECTION OF INDEPENDENT AUDITOR

The Audit Committee has approved the selection of the firm of KPMG LLP to serve as independent auditors for 2012 to examine the consolidated financial statements of the Corporation. Action by the shareholders is not required by law in the appointment of independent auditors, but their appointment is submitted by the Audit Committee and the Board of Directors in order to give the shareholders an opportunity to present their views. If the proposal is approved, the Audit Committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests

of the Corporation and its shareholders. If the proposal to ratify the selection of KPMG LLP as the Corporation's independent auditors is rejected by the shareholders then the Audit Committee will reconsider its choice of independent auditors.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE SELECTION OF KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Audit Fees

The aggregate fees billed to the Corporation by KPMG with respect to services performed for fiscal 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Audit fees ⁽¹⁾	\$710,000	\$735,000
Audit related fees	-	-
Tax fees	-	-
All other fees	-	-
	<u>\$710,000</u>	<u>\$735,000</u>

⁽¹⁾ Audit fees consisted of fees billed by KPMG for professional services rendered for the audit of the Corporation's consolidated financial statements, reviews of the consolidated financial statements included in the Corporation's quarterly reports on Form 10-Q, and the audit of the Corporation's internal controls over financial reporting. The audit fees also relate to services such as consents and audits of mortgage banking subsidiaries.

Pre-Approval Policies and Procedures

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of any public accounting firm engaged by the Corporation for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. Any accounting firm appointed by the Corporation reports directly to the Audit Committee.

The Audit Committee must pre-approve all auditing services and permitted non-audit services by its independent auditors and the fees to be paid by the Corporation for these services, except for those fees qualifying for the "de minimis exception" which provides that the pre-approval requirement for certain non-audit services may be waived if certain expressed standards and requirements are satisfied prior to completion of the audit under certain conditions. This exception requires that the aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenue paid to the audit firm by the Corporation during the fiscal year in which the services are provided. At the time of the engagement, the Corporation did not recognize such services to be non-audit services, and such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. During fiscal year 2011, there were no non-audit services that were provided using this exception.

The Audit Committee may delegate to one or more members of the Audit Committee the authority to grant pre-approvals of non-audit services and fees. In such event, the decisions of the member or members of the Committee regarding pre-approvals are presented to the full Audit Committee at its next meeting. The Audit Committee pre-approved 100% of all services performed on behalf of the Corporation by KPMG during fiscal year 2011.

AUDIT COMMITTEE REPORT

The material in this report is not soliciting material and is not deemed filed with the SEC. It is not incorporated by reference in any of the Corporation's filings under the Securities Act of 1933 or the Exchange Act, whether made in the past or in the future even if any of those filings contain any general incorporation language.

The Audit Committee is composed of four Directors who are neither officers nor employees of the Corporation, and who meet the NASDAQ independence requirements for Audit Committee members. The Audit Committee selects, appoints and retains the Corporation's independent auditors and is responsible for their compensation and oversight.

In performing its functions, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of the Corporation's management, which has the primary responsibility for financial statements and reports, and of the independent auditors. The auditors express an opinion on the conformity of the Corporation's annual financial statements to generally accepted accounting principles. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements for the fiscal year 2011 and discussed them with Management and with KPMG, the Corporation's independent auditors.

Management represented to the Audit Committee that the Corporation's consolidated financial statements were prepared in accordance with generally accepted accounting principles. Management also represented that it performed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2011, and that internal control over financial reporting was effective. The Audit Committee discussed with the auditors matters required to be discussed by Statement on Auditing Standards No. 114 (The Auditor's Communication with Those Charged with Governance) as amended, including the auditors' judgment about the quality as well as the acceptability of the Corporation's accounting principles, as applied in its financial reporting.

The auditors also provided to the Audit Committee the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). The Audit Committee discussed with auditors the firm's independence.

Based on the Audit Committee's discussion with Management and the independent auditors, the Audit Committee's review of the representations of Management and the report of the independent auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the SEC.

Submitted by the Audit Committee

Ronald A. Nelson, Chairman

Louis E. Bartolini

E. Joseph Bowler

Catherine C. MacMillan

SHAREHOLDER PROPOSAL GUIDELINES

To be considered for inclusion in the Corporation's Proxy Statement and form of proxy for next year's Annual Meeting, shareholder proposals must be delivered to the Corporate Secretary of the Corporation, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585, no later than 5:00 p.m. on November 17, 2012. However, if the date of next year's Annual Meeting is changed by more than 30 days from the date of this year's

Meeting, the notice must be received by the Corporate Secretary a reasonable time before we begin to print and mail our Proxy Statement. All such proposals must meet the requirements of Rule 14a-8 under the Exchange Act.

In order for business, other than a shareholder proposal submitted for the Corporation's Proxy Statement, to be properly brought before next year's Annual Meeting by a shareholder, the shareholder must give timely written notice to the Secretary of the Corporation. To be timely, written notice must be received by the Secretary of the Corporation at least 45 days before the anniversary of the day our Proxy Statement was mailed to shareholders in connection with the previous year's Annual Meeting or January 27, 2013, for the 2013 Annual Meeting. If the date of the Annual Meeting is changed by more than 30 days, the deadline is a reasonable time before we begin to mail our Proxy Statement. A shareholder's notice must set forth a brief description of the proposed business, the name and residence address of the shareholder, the number of shares of the Corporation's common stock that the shareholder owns and any material interest the shareholder has in the proposed business.

Westamerica reserves the right to reject, to rule out of order, or to take other appropriate action with respect to any proposal that does not comply with these and other applicable legal requirements.

SHAREHOLDER COMMUNICATION TO BOARD OF DIRECTORS

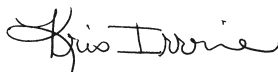
Shareholders and other interested parties who wish to communicate with the Board may do so by writing to: Kris Irvine, VP/Corporate Secretary, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585. The Directors have established procedures for the handling of communications from shareholders and other interested parties and have directed the Corporate Secretary to act as their agent in processing any communications received. All communications that relate to matters that are within the responsibility of one of the Board Committees are to be forwarded to the Chair of the appropriate Committee. Communications that relate to ordinary business matters that are not within the scope of the Board's responsibilities, such as customer complaints, are to be sent to Management. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any Director who wishes to review them.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the Annual Meeting other than those specifically referred to in this Proxy Statement. If any other matters should properly come before the Meeting or any postponement or adjournment of the meeting, the persons named in the enclosed proxy intend to vote thereon in accordance with their best business judgment. If a nominee for Director becomes unavailable to serve as a Director, the Proxies will vote for any substitute nominated by the Board of Directors.

The Corporation will pay the cost of proxy solicitation. The Corporation has retained the services of Georgeson to assist in the proxy distribution at a cost not to exceed \$2,000 plus reasonable out-of-pocket expenses. The Corporation will reimburse banks, brokers and others holding stock in their names or names of nominees or otherwise, for reasonable out-of-pocket expenses incurred in sending proxies and proxy materials to the beneficial owners of such stock.

BY ORDER OF THE BOARD OF DIRECTORS



Kris Irvine
VP/Corporate Secretary

Dated: March 12, 2012

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2012 AMENDED AND RESTATED WESTAMERICA BANCORPORATION
STOCK OPTION PLAN OF 1995

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I. DEFINITIONS

As used herein, the following terms have the following meanings:

1. “**Award**” means an Option, a SAR or a Grant.
2. “**Award Agreement**” means a written award agreement duly executed on behalf of the Corporation, delivered to a Grantee, and executed by such Grantee in accordance with Article XIII hereof.
3. “**Beneficial Owner or Beneficial Ownership**” shall have the meaning ascribed to such term in rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended from time to time, or any successor act thereto.
4. “**Board**” means the Board of Directors of the Corporation.
5. “**Change in Control**” means: (i) The acquisition by any individual, entity, or group (other than a trustee or other fiduciary holding securities under an employee benefit plan of the Corporation or a corporation owned directly or indirectly by the shareholders of the Corporation in substantially the same proportions as their ownership of Common Stock of the Corporation) of Beneficial Ownership of twenty-five percent (25%) or more of the combined voting power of the Corporation’s then outstanding securities with respect to the election of Directors of the Corporation; (ii) The consummation of a reorganization, merger, or consolidation of the Corporation or sale or other disposition of all or substantially all of the assets of the Corporation; excluding, however, a corporate transaction pursuant to which all or substantially all of the individuals or entities who are the Beneficial Owners of the Corporation immediately prior to the corporate transaction will beneficially own, directly or indirectly, more than fifty percent (50%) of the outstanding shares of common stock of the resulting entity and of the combined voting power of the outstanding securities entitled to vote for the election of directors of such entity; or (iii) Individuals who, as of the Effective Date, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of such Board; provided, that any individual who becomes a Director of the Corporation subsequent to the Effective Date, whose election, or nomination for election by the Corporation’s shareholders, was approved by the vote of at least a majority of the Directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a Director of the Corporation as a result of an actual or threatened election contest, as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Securities Exchange Act of 1934, or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall not be deemed a member of the Incumbent Board.
6. “**Code**” means the Internal Revenue Code of 1986, as amended.
7. “**Committee**” means the Committee described in Article IV hereof.
8. “**Common Stock**” means the Common Stock of the Corporation.
9. “**Corporation**” means Westamerica Bancorporation, a California corporation.
10. “**Director**” means any individual who a member of the Board of the Corporation.

11. “**Employee**” means any officer or salaried employee of Westamerica Bancorporation.
12. “**Fair Market Value**” shall mean (i) the mean of the highest and lowest selling price of a share of Common Stock on the principal exchange on which the shares are trading, on the first trading day immediately preceding the date on which the Fair Market Value is determined, or (ii) if the shares are not traded on an exchange but are quoted on the NASDAQ Stock Market or a successor quotation system, the mean of the highest and lowest selling price on the first trading day immediately preceding the date on which the Fair Market Value is determined, or (iii) if the shares are not traded on an exchange or quoted on the NASDAQ Stock Market or a successor quotation system, the fair market value of a share, as determined by the Committee in good faith, and, in the case of ISOs, in accordance with Section 422 of the Code. Such determination shall be conclusive and binding on all persons.
13. “**Grant**” means a restricted performance share grant awarded pursuant to Article XI.
14. “**Grant Agreement**” means a written grant agreement duly executed on behalf of the Corporation, delivered to a Grantee, and executed by such Grantee in accordance with Article XI hereof.
15. “**Grantee**” means an Employee who has been granted an Award.
16. “**ISO**” means a stock option that is intended to meet the requirements of Section 422 of the Code and is designated an Incentive Stock Option or ISO by the Committee.
17. “**NQSO**” means an Option that is not an ISO.
18. “**Option Agreement**” means a written option agreement duly executed on behalf of the Corporation, delivered to an Optionee, and executed by such Optionee in accordance with Article XIII hereof.
19. “**Option**” means either an ISO or an NQSO granted under the Plan and entitling the holder to purchase share(s) of Common Stock.
20. “**Optionee**” means an Employee who has been granted an Option.
21. “**Person**” shall have the meaning ascribed to such term in Section 3(a)(9) of the Securities Exchange Act of 1934 and used in Sections 13(d) and 14(d) thereof, including a “group” as defined in Section 13(d) thereof.
22. “**Plan**” means the 2012 Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995, as set forth herein.
23. “**Pre-Existing Award**” means any nonqualified stock option or restricted performance share grant awarded under the Amended and Restated Westamerica Bancorporation Stock Option Plan, as approved by the Corporation’s shareholders April 24, 2003.
24. “**SAR**” means a stock appreciation right granted pursuant to Article IVA.
25. “**Subsidiary**” shall mean any corporation, if the Corporation and/or one or more other Subsidiaries own not less than 50 percent of the total combined voting power of all classes of outstanding stock of such corporation. A corporation that attains the status of a Subsidiary on a date after the adoption of the Plan shall be considered a Subsidiary commencing as of such date.
26. “**Westamerica Bancorporation**” means the Corporation or any present or future Subsidiary.

II. PURPOSE

It is the purpose of this amended and restated Plan to provide a means whereby those Employees who have responsibilities for the successful administration and management of Westamerica Bancorporation and whose present and potential contributions to the success of Westamerica Bancorporation are of importance to the Corporation can acquire a proprietary interest in the Corporation thereby providing an incentive for continuing beneficial services to the Corporation.

III. SHARES SUBJECT TO THE PLAN

The aggregate number of shares reserved for Awards under the Plan prior to this amendment and restatement equals 4,307,593. Upon the approval by the shareholders of the Corporation of the Plan, the aggregate number of shares reserved for Awards under the Plan will be 1,500,000 (plus additional shares that become available as described in the following sentence). If any Pre-Existing Award expires, is cancelled, forfeited or terminates for any reason before being exercised, then the shares of Common Stock subject to such Award shall become available for future Awards under the Plan in addition to the base number of 1,500,000 shares. If any Award expires, is cancelled, forfeited or terminates for any reason before being exercised, then the shares of Common Stock subject to such Award shall again become available for future Awards under the Plan. In addition, when SARs are surrendered for cash, the shares of Common Stock subject to such SARs shall be restored to the share pool available for future Awards. Notwithstanding the foregoing, no more than 500,000 shares of Common Stock shall be available for the grant of ISOs over the term of the Plan.

IV. ADMINISTRATION OF THE PLAN

1. **Committee Procedures.** The Committee shall be designated by the Board and shall have such membership composition which enables (1) the Plan to qualify under Rule 16b-3 issued under the Securities Exchange Act of 1934 (the "Exchange Act") with regard to the grant of Awards to persons who are subject to Section 16 of the Exchange Act and (2) any Award intended to qualify as "performance based compensation" within the meaning of Section 162(m) of the Code and the regulations thereunder, to so qualify. The Committee may hold meetings at such times and places as it shall determine. The acts of a majority of the Committee members present at meetings at which a quorum exists, or acts reduced to or approved in writing by all Committee members, shall be valid acts of the Committee.
2. **Committee Responsibilities.** Subject to the provisions of the Plan, the Committee shall have full authority and discretion to take the following actions:
 - (a) To interpret the Plan and to apply its provisions;
 - (b) To adopt, amend or rescind rules, procedures and forms relating to the Plan;
 - (c) To authorize any person to execute, on behalf of the Corporation, any instrument required to carry out the purposes of the Plan;
 - (d) To determine when Awards are to be granted under the Plan;
 - (e) To select the recipients of Awards and grant Awards;
 - (f) To determine the number of shares to be subject to each Award;
 - (g) To prescribe the terms and conditions of each Award, including (without limitation) the exercise price, the vesting or duration of the Award (including accelerating the vesting of the Award), to determine whether an Option is to be classified as an ISO or NQSO, and to specify the provisions of the Award Agreement relating to such Award;
 - (h) To amend any outstanding Award Agreement, subject to applicable legal restrictions and to the consent of the Employee who entered into such agreement;
 - (i) To prescribe the consideration for the grant of each Award under the Plan and to determine the sufficiency of such consideration;
 - (j) To determine the disposition of each Award under the Plan in the event of an Employee's divorce or dissolution of marriage;

- (k) To determine whether Options or other Awards under the Plan will be granted in replacement of other grants under an incentive or other compensation plan of an acquired business;
- (l) To correct any defect, supply any omission, or reconcile any inconsistency in the Plan, or any Option or Award Agreement; and
- (m) To take any other actions deemed necessary or advisable for the administration of the Plan.

Subject to the requirements of applicable law, the Committee may designate persons other than members of the Committee to carry out its responsibilities and may prescribe such conditions and limitations as it may deem appropriate, except that the Committee may not delegate its authority (1) with regard to the selection for participation of or the granting of Awards under the Plan to persons subject to Section 16 of the Exchange Act and (2) to preclude any Award intended to qualify as “performance based compensation” within the meaning of Section 162(m) of the Code and the regulations thereunder, from so qualifying. All decisions, interpretations and other actions of the Committee shall be final and binding on all Award recipients, and all persons deriving their rights from an Award recipient. No member of the Committee shall be liable for any action that he has taken or has failed to take in good faith with respect to the Plan or any Award.

3. Modification, Extension and Renewal of Awards. Within the limitations of the Plan, the Committee may modify, extend or renew outstanding Awards. Notwithstanding anything herein to the contrary, the exercise price of outstanding Options may not be decreased (except pursuant to Article XII) and Options may not be cancelled or forfeited and immediately re-granted to effect the same result. The foregoing notwithstanding, no modification of an Award shall, without the consent of the Employee, impair his rights or increase his obligations under such Award.

4. Limitations on SARs and Options. No Employee shall be granted SARs or Options during any calendar year in excess of 300,000 shares of Common Stock.

IVA. STOCK APPRECIATION RIGHTS

1. The Committee shall also have the authority to grant SARs on such terms and conditions as it deems appropriate, consistent with the purposes of the Plan. On surrender of each SAR, the SAR holder shall receive a cash payment equal to the difference obtained by subtracting (1) the Fair Market Value of one share of Common Stock on the surrender date from (2) the Fair Market Value of one share of Common Stock on the date the SAR was granted.
2. The Committee shall from time to time determine which Employees shall be granted SARs under the Plan, the terms thereof, and the number of SARs to be granted.
3. The term of a SAR shall be determined by the Committee but in no event shall the term extend beyond ten years from the date of the grant. SARs may be exercisable in full or in installments, as the Committee determines at the date of grant.
4. The provisions of this Plan applicable to Options shall apply to SARs where the context so permits and as necessary to carry out the purposes of the Plan, as determined by the Committee in its sole discretion.

V. ELIGIBLE EMPLOYEES

1. The persons who shall be eligible to receive Awards shall be such Employees as the Committee, in its sole discretion, shall select from time to time during the duration of the Plan.
2. A Director of the Corporation or of a Subsidiary shall not be eligible to receive an Award unless such director is also an Employee.

VI. OPTION EXERCISE PRICE

The exercise price of each Option granted hereunder shall be determined by the Committee, but in no event shall be less than one hundred percent (100%) of the Fair Market Value of the Common Stock at the time such Option is granted, as determined by the Committee. Such exercise price shall be adjusted as provided in Article XII hereof.

VII. PAYMENT OF OPTION EXERCISE PRICE

The exercise price with respect to the Common Stock being purchased by an Optionee upon the exercise of an Option in whole or in part shall be paid in full to the Corporation either (i) in cash, (ii) by delivery of Common Stock owned by the Optionee for such duration as may be specified by the Committee and duly endorsed for transfer to the Corporation, or (iii) a combination of cash and Common Stock. Shares of Common Stock owned by the Optionee and delivered to the Corporation in payment of all or part of the exercise price of an Option shall be valued for this purpose at one hundred percent (100%) of the Fair Market Value of such Common Stock on the day of such exercise, as determined by the Committee. Optionees electing to pay all or part of the exercise price of an Option by delivery of Common Stock shall not be entitled to receive fractional shares to the extent, if any, that the Fair Market Value of such Common Stock exceeds such exercise price, but instead shall be entitled to cash in lieu thereof. To the extent that an Option Agreement so provides, payment may be made all or in part by delivery (on a form approved by the Committee) of an irrevocable direction to the Optionee's securities broker to sell shares of Common Stock and to deliver all or part of the sale proceeds to the Corporation in payment of the aggregate exercise price and any taxes.

VIII. TERMS AND EXERCISE OF OPTIONS

1. The term of each Option granted hereunder shall be determined by the Committee, but in no event shall the term of an ISO be greater than ten (10) years from the date of grant or such shorter term as may be fixed by the Committee.
2. Each Option Agreement shall specify the date when all or any installment of the Option is to become exercisable. The Option Agreement shall also specify the term of the Option. Subject to the preceding two sentences, the Committee at its sole discretion shall determine when all or any installment of an Option is to become exercisable and when an Option is to expire.
3. Notwithstanding the preceding paragraph, all outstanding Options shall immediately become exercisable in full in the event of a Change in Control.

IX. TERMINATION OF EMPLOYMENT

Each Award Agreement shall set forth the extent to which the Grantee shall have the right to exercise the Award following termination of employment with Westamerica Bancorporation, and the right to exercise the Award of any executors or administrators of the Grantee's estate or any person who has acquired such Award(s) directly from the Grantee by bequest or inheritance. Such provisions shall be determined in the sole discretion of the Committee, need not be uniform among all Awards issued pursuant to the Plan, and may reflect distinctions based on the reasons for termination of employment.

X. NON-TRANSFERABILITY

Unless the Award Agreement provides otherwise with respect to Awards other than ISOs, no Award may be transferred by a Grantee otherwise than by will or the laws of descent and distribution, and each Award may be exercised, during the Grantee's lifetime, only by the Grantee.

XI. RESTRICTED PERFORMANCE SHARE GRANTS

1. The Committee shall also have the authority to award Restricted Performance Share Grants pursuant to agreements with such terms and conditions as it deems appropriate, consistent with the purposes of the Plan. In determining whether or not to award a Grant to a particular individual, the Committee shall consider the performance of Westamerica Bancorporation during the prior year and such individual's performance during such year.
2. Such key Employees as shall be selected by the Committee in its sole discretion (hereinafter the "Grant Participants") shall be eligible to receive Grants hereunder.
3. The provisions of this Plan applicable to Options shall apply to Grants where the context so permits and as necessary to carry out the purposes of the Plan, as determined by the Committee in its sole discretion.
4. A Grant shall become vested, in full or in installments, upon satisfaction of the conditions set forth in the Grant Agreement. The Committee in its sole discretion shall determine when all or any installment of a Grant is to vest and when a Grant is to expire or be terminated. Grants shall be made in the form of stock units based on the Fair Market Value of a share of Common Stock, and such Grants shall be settled in the form of cash or shares of Common Stock or any combination of both, and may be made in a lump sum or installments. The actual number of Grants eligible for settlement may be larger or smaller than the number included in the Grant Agreement, based on predetermined performance factors. Such performance factors may be established pursuant to the requirements of Section 162(m) of the Code and may include one or more of the following: (i) earnings, (ii) diluted earnings per share, (iii) revenue and revenue per diluted share, (iv) expenses, (v) share price, (vi) return on equity, (vii) return on equity relative to the average return on equity for similarly sized institutions, (viii) return on assets, (ix) return on assets relative to the average return on assets for similarly sized institutions, (x) efficiency ratio (operating expenses divided by operating revenues), (xi) net loan losses as a percentage of average loans outstanding, (xii) nonperforming assets and (xiii) non performing assets as a percentage of total assets, and may be calculated in accordance with the formula established for a "performance period." A performance period shall be any period not exceeding 36 months, as determined by the Committee in its sole discretion. No key employee shall receive a Grant for more than 25,000 stock units with respect to a performance period. Before any shares of Common Stock and/or cash are paid with respect to a performance period that is intended to comply with Section 162(m) of the Code, the Committee shall certify in writing that the performance factors for such period have been satisfied.
5. All outstanding Grants shall immediately be deemed to be fully vested and the appropriate number of shares of Common Stock shall be issued to the Grantees in the event of a Change in Control.

XII. ADJUSTMENTS UPON CHANGES IN STOCK

Subject to all of the restrictions, conditions and performance criteria otherwise applicable to an Award, in the event (a) of an increase or decrease in the number of shares of Common Stock, (b) that shares of Common Stock shall be changed into or exchanged for a different number or kinds of shares of stock or other securities of the Corporation or of another corporation, whether through merger, consolidation, reorganization, recapitalization or otherwise, or (c) a stock dividend is paid to holders of Common Stock or a stock split or reverse stock split is effected, then the Committee shall conclusively determine the appropriate adjustments, if any, to (i) the number and type of shares or other securities appropriated for purposes of the Plan pursuant to Article III hereof but not yet covered by Awards, (ii) the number and type of shares or other securities subject to each Award then outstanding, (iii) the exercise price of each Award then outstanding, (iv) the maximum number and type of shares or other securities that may be made subject to ISOs and (v) the maximum number of and type of shares or other securities with respect to which Awards may be granted during any calendar year under the Plan, in each case, so that such adjustments do not constitute a modification within the meaning of Section 424 of the Code and only

to the extent otherwise permitted under Sections 422 and 424 of the Code or, in the case of Awards intended to qualify as “performance based compensation” within the meaning of Section 162(m) of the Code in such a manner to not adversely affect such intended treatment.

In the event of a Change in Control, then all outstanding Awards shall become fully vested and immediately exercisable.

XIII. RIGHTS AS A GRANTEE, SHAREHOLDER, OR EMPLOYEE

Nothing contained in the Plan, in any resolution adopted by the Board, in any approval by the shareholders of the Corporation or in any action taken by the Committee shall vest in any individual employed by the Corporation or by any Subsidiary the right to receive any Award under the Plan. No person shall acquire any rights as contemplated by or pursuant to the Plan unless and until a written Option Agreement, Award Agreement, or Grant Agreement shall have been duly executed on behalf of the Corporation by such officer and officers as the Committee shall designate for such purpose, delivered to the Grantee named therein, and executed by him. No person shall have any rights as a shareholder with respect to any shares covered by an Award until the date of the issuance of a stock certificate to the Grantee for such shares. Nothing contained in the Plan shall confer, and each Option Agreement, Award Agreement, or Grant Agreement shall expressly provide that the granting of an Award does not confer on any Employee any right to or guarantee of continued employment by Westamerica Bancorporation, or in any way limit the right of Westamerica Bancorporation to terminate the employment of any Employee at any time and for any reason.

XIV. OTHER PROVISIONS

Notwithstanding the express provisions of the Plan, any Award may be granted on such additional or more restrictive terms as the Committee shall deem advisable consistent with the Plan.

XV. REGISTRATION AND RESALE

The Plan, the shares of Common Stock subject thereto, and the Awards granted thereunder may, in the discretion of the Board, be registered under the Securities Act of 1933, as amended, or under the securities laws of any state. As a condition to the grant of any Award under the Plan or the issuance of shares of Common Stock upon the exercise thereof, the Committee may require that the Employee agree to comply with such provisions of Federal and State securities laws as may be applicable to such grant or issuance or the sale of shares acquired thereby and deliver to the Corporation a written agreement in form and substance satisfactory to the Corporation and its counsel implementing such agreement.

XVI. EFFECTIVE DATE, TERM AND SHAREHOLDER APPROVAL

The Plan shall become effective upon approval by the shareholders of the Corporation and shall remain in effect until April 26, 2022, unless it is sooner terminated by the Board. In any event the Plan shall terminate no later than April 26, 2022, and no Awards may be granted under the Plan thereafter.

XVII. AMENDMENT OF PLAN

The Board may at any time in its discretion terminate, suspend, revise, modify or amend the Plan in any manner whatsoever. An amendment of the Plan shall be subject to the approval of the shareholders of the Corporation only to the extent required by applicable laws, regulations or rules.

XVIII. TAXES

As a condition to the grant, exercise or settlement of an Award, the Employee shall make such arrangements as the Committee may require for the satisfaction of any federal, state or local tax obligations that may arise in connection with such grant, exercise or settlement. The Employee shall also make such arrangements as the Committee may require for the satisfaction of any federal, state or local tax obligations that may arise in connection with the disposition of shares acquired by exercising an Award. Such arrangements may include, without limitation, share withholding or the delivery of previously owned shares of Common Stock in accordance with the Committee's rules.

This Plan is adopted this 26th day of April, 2012 (the "Effective Date").

WESTAMERICA BANCORPORATION

By _____
Name

Its _____
Title

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark one)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____.

Commission File Number: 001-9383

WESTAMERICA BANCORPORATION

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

CALIFORNIA
(State or Other Jurisdiction
of Incorporation or Organization)

94-2156203
(I.R.S. Employer
Identification Number)

1108 FIFTH AVENUE, SAN RAFAEL, CALIFORNIA 94901
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (707) 863-6000

Securities registered pursuant to Section 12(b) of the Act:

_____	_____
Title of class:	Name of each exchange on which registered:
Common Stock, no par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)) YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K (section 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the Common Stock held by non-affiliates of the registrant as of June 30, 2011 as reported on the NASDAQ Global Select Market, was \$1,348,878,201.44. Shares of Common Stock held by each executive officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares outstanding of each of the registrant's classes of common stock, as of the close of business on February 16, 2012
28,083,480 Shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement relating to registrant's Annual Meeting of Shareholders, to be held on April 26, 2012, are incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III to the extent described therein.

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FORWARD-LOOKING STATEMENTS

This report on Form 10-K contains forward-looking statements about Westamerica Bancorporation for which it claims the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or board of directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes", "anticipates", "expects", "intends", "targeted", "projected", "continue", "remain", "will", "should", "may" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

These forward-looking statements are based on Management's current knowledge and belief and include information concerning the Company's possible or assumed future financial condition and results of operations. A number of factors, some of which are beyond the Company's ability to predict or control, could cause future results to differ materially from those contemplated. These factors include but are not limited to (1) the length and severity of current and potential future difficulties in the global, national and California economies and the effects of government efforts to address those difficulties; (2) liquidity levels in capital markets; (3) fluctuations in asset prices including, but not limited to stocks, bonds, real estate, and commodities; (4) the effect of acquisitions and integration of acquired businesses; (5) economic uncertainty created by terrorist threats and attacks on the United States, the actions taken in response, and the uncertain effect of these events on the national and regional economies; (6) changes in the interest rate environment; (7) changes in the regulatory environment; (8) competitive pressure in the banking industry; (9) operational risks including data processing system failures or fraud; (10) volatility of interest rate sensitive loans, deposits and investments; (11) asset/liability management risks and liquidity risks; (12) the effect of natural disasters, including earthquakes, fire, flood, drought, and other disasters, on the uninsured value of loan collateral, the financial condition of debtors and issuers of investment securities, the economic conditions affecting the Company's market place, and commodities and asset values, and (13) changes in the securities markets. The Company undertakes no obligation to update any forward-looking statements in this report. See also "Risk Factors" in Item 1A and other risk factors discussed elsewhere in this Report.

PART I

ITEM 1. BUSINESS

Westamerica Bancorporation (the "Company") is a bank holding company registered under the Bank Holding Company Act of 1956, as amended ("BHCA"). Its legal headquarters are located at 1108 Fifth Avenue, San Rafael, California 94901. Principal administrative offices are located at 4550 Mangels Boulevard, Fairfield, California 94534 and its telephone number is (707) 863-6000. The Company provides a full range of banking services to individual and corporate customers in Northern and Central California through its subsidiary bank, Westamerica Bank ("WAB" or the "Bank"). The principal communities served are located in Northern and Central California, from Mendocino, Lake and Nevada Counties in the north to Kern County in the south. The Company's strategic focus is on the banking needs of small businesses. In addition, the Bank owns 100% of the capital stock of Community Banker Services Corporation ("CBSC"), a company engaged in providing the Company and its subsidiaries with data processing services and other support functions.

The Company was incorporated under the laws of the State of California in 1972 as "Independent Bankshares Corporation" pursuant to a plan of reorganization among three previously unaffiliated Northern California banks. The Company operated as a multi-bank holding company until mid-1983, at which time the then six subsidiary banks were merged into a single bank named Westamerica Bank and the name of the holding company was changed to Westamerica Bancorporation.

The Company acquired five banks within its immediate market area during the early to mid 1990's. In April 1997, the Company acquired ValliCorp Holdings, Inc., parent company of ValliWide Bank, the largest independent bank holding company headquartered in Central California. Under the terms of all of the merger agreements, the Company issued shares of its common stock in exchange for all of the outstanding shares of the acquired institutions. The subsidiary banks acquired were merged with and into WAB. These six aforementioned business combinations were accounted for as poolings-of-interests.

In August, 2000, the Company acquired First Counties Bank. In June of 2002 the Company acquired Kerman State Bank. On March 1, 2005, the Company acquired Redwood Empire Bancorp, the parent company of National Bank of the Redwoods (NBR). These acquisitions were accounted for using the purchase accounting method.

On February 6, 2009, Westamerica Bank acquired the banking operations of County Bank (“County”) from the Federal Deposit Insurance Corporation (“FDIC”). The Bank and the FDIC entered loss sharing agreements regarding future losses incurred on acquired loans and foreclosed loan collateral. Under the terms of the loss sharing agreements, the FDIC absorbs 80 percent of losses and is entitled to 80 percent of loss recoveries on the first \$269 million of losses, and absorbs 95 percent of losses and is entitled to 95 percent of loss recoveries on losses exceeding \$269 million. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries. The County acquisition was accounted for under the acquisition method of accounting in accordance with FASB ASC 805, Business Combinations. On August 20, 2010, Westamerica Bank acquired assets and assumed liabilities of the former Sonoma Valley Bank (“Sonoma”) from the FDIC. The acquired assets and assumed liabilities were measured at estimated fair values, as required by FASB ASC 805, Business Combinations.

Management made significant estimates and exercised significant judgment in accounting for these 2009 and 2010 acquisitions. Management judgmentally measured loan fair values based on loan file reviews (including borrower financial statements and tax returns), appraised collateral values, expected cash flows, and historical loss factors. Repossessed loan collateral was primarily valued based upon appraised collateral values. The Bank also recorded identifiable intangible assets representing the value of the core deposit customer bases based on Management’s evaluation of the cost of such deposits relative to alternative funding sources. In determining the value of the identifiable intangible assets, Management used significant estimates including average lives of depository accounts, future interest rate levels, the cost of servicing various depository products, and other significant estimates. Management used quoted market prices to determine the fair value of investment securities, FHLB advances and other borrowings which were purchased and assumed. See Note 2 of the Notes to Consolidated Financial Statements for additional information regarding the Sonoma acquisition.

At December 31, 2011, the Company had consolidated assets of approximately \$5.0 billion, deposits of approximately \$4.2 billion and shareholders’ equity of approximately \$558.6 million. The Company and its subsidiaries employed 961 full-time equivalent staff as of December 31, 2011.

The Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports as well as beneficial ownership reports on Forms 3, 4 and 5 are available through the SEC’s website (<http://www.sec.gov>). Such documents are also available free of charge from the Company, as well as the Company’s director, officer and employee Code of Conduct and Ethics, by request to:

Westamerica Bancorporation
Corporate Secretary A-2M
Post Office Box 1200
Suisun City, California 94585-1200

Supervision and Regulation

The following is not intended to be an exhaustive description of the statutes and regulations applicable to the Company’s or the Bank’s business. The description of statutory and regulatory provisions is qualified in its entirety by reference to the particular statutory or regulatory provisions. Moreover, major new legislation and other regulatory changes affecting the Company, the Bank, and the financial services industry in general have occurred in the last several years and can be expected to occur in the future. The nature, timing and impact of new and amended laws and regulations cannot be accurately predicted.

Regulation and Supervision of Bank Holding Companies

The Company is a bank holding company subject to the BHCA. The Company reports to, is registered with, and may be examined by, the Board of Governors of the Federal Reserve System (“FRB”). The FRB also has the authority to examine the Company’s subsidiaries. The Company is a bank holding company within the meaning of Section 3700 of the California Financial Code. As such, the Company and the Bank are subject to examination by, and may be required to file reports with, the California Commissioner of Financial Institutions (the “Commissioner”).

The FRB has significant supervisory and regulatory authority over the Company and its affiliates. The FRB requires the Company to maintain certain levels of capital. See “Capital Standards.” The FRB also has the authority to take enforcement action against any bank holding company that commits any unsafe or unsound practice, or violates certain laws, regulations or conditions imposed in writing by the FRB. Under the BHCA, the Company is required to obtain the prior approval of the FRB before it acquires, merges or consolidates with any bank or bank holding company. Any company seeking to acquire, merge or consolidate with the Company also would be required to obtain the prior approval of the FRB.

The Company is generally prohibited under the BHCA from acquiring ownership or control of more than 5% of any class of voting shares of any company that is not a bank or bank holding company and from engaging directly or indirectly in activities other than banking, managing banks, or providing services to affiliates of the holding company. However, a bank holding company, with the approval of the FRB, may engage, or acquire the voting shares of companies engaged, in activities that the FRB has determined to be closely related to banking or managing or controlling banks. A bank holding company must demonstrate that the benefits to the public of the proposed activity will outweigh the possible adverse effects associated with such activity.

The FRB generally prohibits a bank holding company from declaring or paying a cash dividend that would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements which might adversely affect a bank holding company’s financial position. Under the FRB policy, a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition. See the section entitled “Restrictions on Dividends and Other Distributions” for additional restrictions on the ability of the Company and the Bank to pay dividends.

Transactions between the Company and the Bank are restricted under Regulation W. The regulation codifies prior interpretations of the FRB and its staff under Sections 23A and 23B of the Federal Reserve Act. In general, subject to certain specified exemptions, a bank or its subsidiaries are limited in their ability to engage in “covered transactions” with affiliates: (a) to an amount equal to 10% of the bank’s capital and surplus, in the case of covered transactions with any one affiliate; and (b) to an amount equal to 20% of the bank’s capital and surplus, in the case of covered transactions with all affiliates. The Company is considered to be an affiliate of the Bank. A “covered transaction” includes, among other things, a loan or extension of credit to an affiliate; a purchase of securities issued by an affiliate; a purchase of assets from an affiliate, with some exceptions; and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Federal regulations governing bank holding companies and change in bank control (Regulation Y) provide for a streamlined and expedited review process for bank acquisition proposals submitted by well-run bank holding companies. These provisions of Regulation Y are subject to numerous qualifications, limitations and restrictions. In order for a bank holding company to qualify as “well-run,” both it and the insured depository institutions which it controls must meet the “well capitalized” and “well managed” criteria set forth in Regulation Y.

The Gramm-Leach-Bliley Act (the “GLBA”), or the Financial Services Act of 1999, repealed provisions of the Glass-Steagall Act, which had prohibited commercial banks and securities firms from affiliating with each other and engaging in each other’s businesses. Thus, many of the barriers prohibiting affiliations between commercial banks and securities firms have been eliminated.

The BHCA was also amended by the GLBA to allow new “financial holding companies” (“FHCs”) to offer banking, insurance, securities and other financial products to consumers. Specifically, the GLBA amended section 4 of the BHCA in order to provide for a framework for the engagement in new financial activities. A bank holding company (“BHC”) may elect to become an FHC if all its subsidiary depository institutions are well capitalized and well managed. If these requirements are met, a BHC may file a certification to that effect with the FRB and declare that it elects to become an FHC. After the certification and declaration is filed, the FHC may engage either de novo or through an acquisition in any activity that has been determined by the FRB to be financial in nature or incidental to such financial activity. BHCs may engage in financial activities without prior notice to the FRB if those activities qualify under the list of permissible activities in section 4(k) of the BHCA. However, notice must be given to the FRB within 30 days after an FHC has commenced one or more of the financial activities. The Company has not elected to become an FHC.

Regulation and Supervision of Banks

The Bank is a California state-chartered Federal Reserve member bank and its deposits are insured by the FDIC. The Bank is subject to regulation, supervision and regular examination by the California Department of Financial Institutions ("DFI"), and the Federal Reserve. The regulations of these agencies affect most aspects of the Bank's business and prescribe permissible types of loans and investments, the amount of required reserves, requirements for branch offices, the permissible scope of its activities and various other requirements.

In addition to federal banking law, the Bank is also subject to applicable provisions of California law. Under California law, the Bank is subject to various restrictions on, and requirements regarding, its operations and administration including the maintenance of branch offices and automated teller machines, capital requirements, deposits and borrowings, shareholder rights and duties, and investment and lending activities.

California law permits a state-chartered bank to invest in the stock and securities of other corporations, subject to a state-chartered bank receiving either general authorization or, depending on the amount of the proposed investment, specific authorization from the Commissioner. In addition, the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") imposes limitations on the activities and equity investments of state chartered, federally insured banks. FDICIA also prohibits a state bank from making an investment or engaging in any activity as a principal that is not permissible for a national bank, unless the Bank is adequately capitalized and the FDIC approves the investment or activity after determining that such investment or activity does not pose a significant risk to the deposit insurance fund.

On July 21, 2010, financial regulatory reform legislation entitled the "Dodd-Frank Wall Street Reform and Consumer Protection Act" (the "Dodd-Frank Act") was signed into law. The Dodd-Frank Act implements far-reaching changes across the financial regulatory landscape, including provisions that, among other things, will:

- Centralize responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing, examining and enforcing compliance with federal consumer financial laws.
- Restrict the preemption of state law by federal law and disallow subsidiaries and affiliates of national banks from availing themselves of such preemption.
- Apply the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies.
- Require bank regulatory agencies to seek to make their capital requirements for banks countercyclical so that capital requirements increase in times of economic expansion and decrease in times of economic contraction.
- Change the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital, eliminate the ceiling on the size of the Deposit Insurance Fund ("DIF") and increase the floor of the size of the DIF.
- Impose comprehensive regulation of the over-the-counter derivatives market, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institution itself.
- Require large, publicly traded bank holding companies to create a risk committee responsible for the oversight of enterprise risk management.
- Implement corporate governance revisions, including with regard to executive compensation and proxy access by shareholders, that apply to all public companies, not just financial institutions.
- Make permanent the \$250 thousand limit for federal deposit insurance and provide unlimited federal deposit insurance until December 31, 2012 for non-interest bearing demand transaction accounts at all insured depository institutions.
- Repeal the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.
- Amend the Electronic Fund Transfer Act ("EFTA") to, among other things, give the FRB the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. While the Company's assets are currently less than \$10 billion, interchange fees charged by larger institutions may dictate the level of fees smaller institutions will be able to charge to remain competitive.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial industry more generally. Provisions in the legislation that affect the payment of interest on demand deposits and interchange fees may increase the costs associated with deposits as well as place limitations on certain revenues those deposits may generate.

Capital Standards

The federal banking agencies have risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations for both transactions resulting in assets being recognized on the balance sheet as assets, and the extension of credit facilities such as letters of credit and recourse arrangements, which are recorded as off balance sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off balance sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as certain loans. A banking organization's risk-based capital ratios are obtained by dividing its qualifying capital by its total risk-adjusted assets and off balance sheet items.

The federal banking agencies take into consideration concentrations of credit risk and risks from nontraditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. This evaluation is made as a part of the institution's regular safety and soundness examination. The federal banking agencies also consider interest rate risk (related to the interest rate sensitivity of an institution's assets and liabilities, and its off balance sheet financial instruments) in the evaluation of a bank's capital adequacy.

As of December 31, 2011, the Company's and the Bank's respective ratios exceeded applicable regulatory requirements. See Note 10 to the consolidated financial statements for capital ratios of the Company and the Bank, compared to the standards for well capitalized depository institutions and for minimum capital requirements.

The Company anticipates changes to the regulatory capital framework due to the Dodd-Frank Act, which requires bank regulatory agencies to seek to make their capital requirements for banks countercyclical so that capital requirements increase in times of economic expansion and decrease in times of economic contraction.

Prompt Corrective Action and Other Enforcement Mechanisms

FDICIA requires each federal banking agency to take prompt corrective action to resolve the problems of insured depository institutions, including but not limited to those that fall below one or more prescribed minimum capital ratios.

An institution that, based upon its capital levels, is classified as "well capitalized," "adequately capitalized" or "undercapitalized" may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions. In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal banking agencies for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation or any condition imposed in writing by the agency or any written agreement with the agency.

Safety and Soundness Standards

The Company's ability to pay dividends to its shareholders is subject to the restrictions set forth in the California General Corporation Law ("CGCL"). The CGCL provides that a corporation may make a distribution to its shareholders if (i) the corporation's retained earnings equal or exceed the amount of the proposed distribution plus unpaid accrued dividends, (if any) on securities with a dividend preference, or (ii) immediately after the dividend, the corporation's total assets equal or exceed total liabilities plus unpaid accrued dividends (if any) on securities with a dividend preference.

FDICIA also implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting and documentation and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by undercapitalized institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest, and reduces deposit insurance coverage for deposits offered by undercapitalized institutions for deposits by certain employee benefits accounts. The federal banking agencies may require an institution to submit an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution's noncompliance with one or more standards.

Federal banking agencies require banks to maintain adequate valuation allowances for potential credit losses. The Company has an internal staff that continually reviews loan quality and reports to the Board of Directors. This analysis includes a detailed review of the classification and categorization of problem loans, assessment of the overall quality and collectability of the loan portfolio, consideration of loan loss experience, trends in problem loans, concentration of credit risk, and current economic conditions, particularly in the Bank's market areas. Based on this analysis, Management, with the review and approval of the Board, determines the adequate level of allowance required. The allowance is allocated to different segments of the loan portfolio, but the entire allowance is available for the loan portfolio in its entirety.

Restrictions on Dividends and Other Distributions

The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions. FDICIA prohibits insured depository institutions from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if, after such transaction, the institution would be undercapitalized.

In addition to the restrictions imposed under federal law, banks chartered under California law generally may only pay cash dividends to the extent such payments do not exceed the lesser of retained earnings of the bank or the bank's net income for its last three fiscal years (less any distributions to shareholders during this period). In the event a bank desires to pay cash dividends in excess of such amount, the bank may pay a cash dividend with the prior approval of the Commissioner in an amount not exceeding the greatest of the bank's retained earnings, the bank's net income for its last fiscal year or the bank's net income for its current fiscal year.

The federal banking agencies also have the authority to prohibit a depository institution from engaging in business practices which are considered to be unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute.

Premiums for Deposit Insurance

Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory rating ("CAMELS rating").

In December 2008, the FDIC issued a final rule that raised the then current assessment rates uniformly by 7 basis points for the first quarter of 2009 assessment (basis points representing cents per \$100 of assessable deposits). In February 2009, the FDIC issued final rules to amend a restoration plan for the DIF, change the risk-based assessment system and set new assessment rates beginning in the second quarter of 2009. The initial base assessment rates ranged from 12 to 45 basis points, on an annualized basis. After the effect of potential base-rate adjustments, total base assessment rates range from 7 to 77.5 basis points.

In May 2009, the FDIC issued a final rule which levied a special assessment applicable to all insured depository institutions totaling 5 basis points of each institution's total assets less Tier 1 capital as of June 30, 2009, not to exceed 10 basis points of domestic deposits. The special assessment was part of the FDIC's efforts to rebuild the DIF.

In November 2009, the FDIC issued a rule that required all insured depository institutions, with limited exceptions, to prepay their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. The FDIC also adopted a uniform three-basis point increase in assessment rates effective on January 1, 2011; however, as further discussed below, the FDIC has elected to forego this increase under a new DIF restoration plan adopted in October 2010.

In October 2010, the FDIC adopted a new DIF restoration plan to ensure that the DIF reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act. Under the new restoration plan, the FDIC will forego the uniform three-basis point increase in initial assessment rates scheduled to take place on January 1, 2011 and maintain the current schedule of assessment rates for all depository institutions. At least semi-annually, the FDIC will update its loss and income projections for the fund and, if needed, will increase or decrease assessment rates, following notice-and-comment rulemaking if required.

In November 2010, the FDIC issued a final rule to implement provisions of the Dodd-Frank Act that provide for temporary unlimited coverage for noninterest-bearing transaction accounts. The separate coverage for non-interest-bearing transaction accounts became effective on December 31, 2010 and terminates on December 31, 2012.

In February 2011, the FDIC issued a final rule changing the deposit insurance assessment base from total domestic deposits to average total assets minus average tangible equity, as required by the Dodd-Frank Act, effective April 1, 2011. The FDIC also issued a final rule revising the deposit insurance assessment system for “large” institutions having more than \$10 billion in assets and another for “highly complex” institutions that have over \$50 billion in assets and are fully owned by a parent with over \$500 billion in assets. The Bank is neither a “large” nor “highly complex” institution. Under the new assessment rules, the initial base assessment rates range from 5 to 35 basis points, and after potential adjustments for unsecured debt and brokered deposits, assessment rates range from 2.5 to 45 basis points.

The Company cannot provide any assurance as to the effect of any future changes in its deposit insurance premium rates.

Community Reinvestment Act and Fair Lending Developments

The Bank is subject to certain fair lending requirements and reporting obligations involving home mortgage lending operations and Community Reinvestment Act (“CRA”) activities. The CRA generally requires the federal banking agencies to evaluate the record of financial institutions in meeting the credit needs of their local communities, including low and moderate income neighborhoods. In addition to substantive penalties and corrective measures that may be required for a violation of certain fair lending laws, the federal banking agencies may take compliance with such laws and CRA into account when regulating and supervising other activities.

Financial Privacy Legislation and Customer Information Security

The GLBA, in addition to the previously described changes in permissible nonbanking activities permitted to banks, BHCs and FHCs, also required the federal banking agencies, among other federal regulatory agencies, to adopt regulations governing the privacy of consumer financial information. The Bank is subject to the FRB’s regulations in this area. The federal bank regulatory agencies have established standards for safeguarding nonpublic personal information about customers that implement provisions of the GLBA (the “Guidelines”). Among other things, the Guidelines require each financial institution, under the supervision and ongoing oversight of its Board of Directors or an appropriate committee thereof, to develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against any anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer.

U.S.A. PATRIOT Act

Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA Patriot Act”) is the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001. It includes numerous provisions for fighting international money laundering and blocking terrorist access to the U.S. financial system. The goal of Title III is to prevent the U.S. financial system and the U.S. clearing mechanisms from being used by parties suspected of terrorism, terrorist financing and money laundering. The provisions of Title III of the USA Patriot Act which affect the Bank are generally set forth as amendments to the Bank Secrecy Act. These provisions relate principally to U.S. banking organizations’ relationships with foreign banks and with persons who are resident outside the United States. The USA Patriot Act does not impose any filing or reporting obligations for banking organizations, but does require certain additional due diligence and recordkeeping practices.

Sarbanes-Oxley Act of 2002

The stated goals of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. Sarbanes-Oxley generally applies to all companies, both U.S. and non-U.S., that file or are required to file periodic reports under the Securities Exchange Act of 1934 (the “Exchange Act”).

Sarbanes-Oxley includes very specific additional disclosure requirements and corporate governance rules, required the SEC and securities exchanges to adopt extensive additional disclosure, corporate governance and other related rules and mandates further

studies of certain issues. Sarbanes-Oxley represents significant federal involvement in matters traditionally left to state regulatory systems, such as the regulation of the accounting profession, and to state corporate law, such as the relationship between a board of directors and management and between a board of directors and its committees and public company shareholders. Sarbanes-Oxley addresses, among other matters: (i) independent audit committees for reporting companies whose securities are listed on national exchanges or automated quotation systems (the “Exchanges”) and expanded duties and responsibilities for audit committees; (ii) certification of financial statements by the chief executive officer and the chief financial officer; (iii) the forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer’s securities by directors and senior officers in the twelve month period following initial publication of any financial statements that later require restatement; (iv) a prohibition on insider trading during pension plan black out periods; (v) disclosure of off-balance sheet transactions; (vi) a prohibition on personal loans to directors and officers under most circumstances with exceptions for certain normal course transactions by regulated financial institutions; (vii) expedited electronic filing requirements related to trading by insiders in an issuer’s securities on Form 4; (viii) disclosure of a code of ethics and filing a Form 8-K for a change or waiver of such code; (ix) accelerated filing of periodic reports; (x) the formation of the Public Company Accounting Oversight Board (“PCAOB”) to regulate public accounting firms and the audit of public companies that are subject to the securities laws; (xi) auditor independence; (xii) internal control evaluation and reporting; and (xiii) various increased criminal penalties for violations of securities laws.

Programs To Mitigate Identity Theft

In November 2007, federal banking agencies together with the National Credit Union Administration and Federal Trade Commission adopted regulations under the Fair and Accurate Credit Transactions Act of 2003 to require financial institutions and other creditors to develop and implement a written identity theft prevention program to detect, prevent and mitigate identity theft in connection with certain new and existing accounts. Covered accounts generally include consumer accounts and other accounts that present a reasonably foreseeable risk of identity theft. Each institution’s program must include policies and procedures designed to: (i) identify indicators, or “red flags,” of possible risk of identity theft; (ii) detect the occurrence of red flags; (iii) respond appropriately to red flags that are detected; and (iv) ensure that the program is updated periodically as appropriate to address changing circumstances. The regulations include guidelines that each institution must consider and, to the extent appropriate, include in its program.

Pending Legislation

Changes to state laws and regulations (including changes in interpretation or enforcement) can affect the operating environment of BHCs and their subsidiaries in substantial and unpredictable ways. From time to time, various legislative and regulatory proposals are introduced. These proposals, if codified, may change banking statutes and regulations and the Company’s operating environment in substantial and unpredictable ways. If codified, these proposals could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions and other financial institutions. The Company cannot accurately predict whether those changes in laws and regulations will occur, and, if those changes occur, the ultimate effect they would have upon our financial condition or results of operations. It is likely, however, that the current level of enforcement and compliance-related activities of federal and state authorities will continue and potentially increase.

Competition

In the past, the Bank’s principal competitors for deposits and loans have been major banks and smaller community banks, savings and loan associations and credit unions. To a lesser extent, competition was also provided by thrift and loans, mortgage brokerage companies and insurance companies. Other institutions, such as brokerage houses, mutual fund companies, credit card companies, and certain retail establishments have offered investment vehicles which also compete with banks for deposit business. Federal legislation in recent years has encouraged competition between different types of financial institutions and fostered new entrants into the financial services market.

Legislative changes, as well as technological and economic factors, can be expected to have an ongoing impact on competitive conditions within the financial services industry. While the future impact of regulatory and legislative changes cannot be predicted with certainty, the business of banking will remain highly competitive.

ITEM 1A. RISK FACTORS

Readers and prospective investors in the Company's securities should carefully consider the following risk factors as well as the other information contained or incorporated by reference in this report.

The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that Management is not aware of or focused on or that Management currently deems immaterial may also impair the Company's business operations. This report is qualified in its entirety by these risk factors.

If any of the following risks actually occur, the Company's financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of the company's securities could decline significantly, and investors could lose all or part of their investment in the Company's common stock.

Market and Interest Rate Risk

Changes in interest rates could reduce income and cash flow.

The discussion in this report under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations – Asset, Liability and Market Risk Management" and "- Liquidity and Funding" and "Item 7A Quantitative and Qualitative Disclosures About Market Risk" is incorporated by reference in this paragraph. The Company's income and cash flow depend to a great extent on the difference between the interest earned on loans and investment securities compared to the interest paid on deposits and other borrowings, and the Company's success in competing for loans and deposits. The Company cannot control or prevent changes in the level of interest rates which fluctuate in response to general economic conditions, the policies of various governmental and regulatory agencies, in particular, the Federal Open Market Committee of the FRB, and pricing practices of the Company's competitors. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the purchase of investments, the generation of deposits and other borrowings, and the rates received on loans and investment securities and paid on deposits and other liabilities.

Changes in capital market conditions could reduce asset valuations.

Capital market conditions, including liquidity, investor confidence, bond issuer credit worthiness perceived counter-party risk, the supply of and demand for financial instruments, the financial strength of market participants, and other factors, can materially impact the value of the Company's assets. An impairment in the value of the Company's assets could result in asset write-downs, reducing the Company's asset values, earnings, and equity.

Current market developments may adversely affect the Company's industry, business and results of operations.

Declines in the housing market during recent years, with falling home prices and increasing foreclosures and unemployment, have resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks. These write-downs caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail. During the recent financial crisis and recession, liquidity within the financial system was challenged due to institutions evaluating counter-party risk, margin requirements rose, and other liquidity reducing activities and actions. While liquidity has generally returned to the United States financial system, a recurrence of economic weakness or asset valuation declines could reduce domestic liquidity levels. Further, global economic and financial difficulties, including within Europe, could reduce liquidity in the United States. The Company has no direct operating exposure to European sovereign debt; however, the Company clears daily transactions through large domestic banks which have global operations and exposure. Any resulting lack of available credit, volatility in the financial markets and reduced business activity could materially and adversely affect the Company's business, financial condition and results of operations.

The soundness of other financial institutions could adversely affect the Company.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. The Company routinely executes transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutional clients. Many of these transactions expose the Company to credit risk in the event of default of the Company's counterparty or client. In addition, the Company's credit risk may be increased when the collateral the Company holds cannot be realized or is liquidated at prices not sufficient to recover the full amount of the secured obligation. There is no assurance that any such losses would not materially and adversely affect the Company's results of operations or earnings.

Shares of Company common stock eligible for future sale or grant of stock options could have a dilutive effect on the market for Company common stock and could adversely affect the market price.

The Articles of Incorporation of the Company authorize the issuance of 150 million shares of common stock (and two additional classes of 1 million shares each, denominated "Class B Common Stock" and "Preferred Stock", respectively) of which approximately 28.2 million shares of common stock were outstanding at December 31, 2011. Pursuant to its stock option plans, at December 31, 2011, the Company had outstanding options for 2.3 million shares of common stock, of which 1.8 million were currently exercisable. As of December 31, 2011, 4.1 million shares of Company common stock remained available for grants under the Company's stock option plans. Sales of substantial amounts of Company common stock in the public market could adversely affect the market price of its common stock.

The Company's payment of dividends on common stock could be eliminated or reduced.

Holders of the Company's common stock are entitled to receive dividends only when, as and if declared by the Company's Board of Directors. Although the Company has historically paid cash dividends on the Company's common stock, the Company is not required to do so and the Company's Board of Directors could reduce or eliminate the Company's common stock dividend in the future.

The Company could repurchase shares of its common stock at price levels considered excessive.

The Company repurchases and retires its common stock in accordance with Board of Directors-approved share repurchase programs. At December 31, 2011, approximately 1.4 million shares remained available to repurchase under such plans. The Company has been active in repurchasing and retiring shares of its common stock when alternative uses of excess capital, such as acquisitions, have been limited. The Company could repurchase shares of its common stock at price levels considered excessive, thereby spending more cash on such repurchases as deemed reasonable and effectively retiring fewer shares than would be retired if repurchases were affected at lower prices.

Risks Related to the Nature and Geographical Location of the Company's Business

The Company invests in loans that contain inherent credit risks that may cause the Company to incur losses.

The Company can provide no assurance that the credit quality of the loan portfolio will not deteriorate in the future and that such deterioration will not adversely affect the Company.

The Company's operations are concentrated geographically in California, and poor economic conditions may cause the Company to incur losses.

Substantially all of the Company's business is located in California. A portion of the loan portfolio of the Company is dependent on real estate. At December 31, 2011, real estate served as the principal source of collateral with respect to approximately 56% of the Company's loan portfolio. The Company's financial condition and operating results will be subject to changes in economic conditions in California. The California economy is currently weak following a severe recession. Much of the California real estate market has experienced a decline in values of varying degrees. This decline is having an adverse impact on the business of some of the Company's borrowers and on the value of the collateral for many of the Company's loans. Economic conditions in California are subject to various uncertainties at this time, including the decline in construction and real estate sectors, the California state government's budgetary difficulties and continuing fiscal difficulties. The Company can provide no assurance that conditions in the California economy will not deteriorate in the future and that such deterioration will not adversely affect the Company.

The markets in which the Company operates are subject to the risk of earthquakes and other natural disasters.

Most of the properties of the Company are located in California. Also, most of the real and personal properties which currently secure some of the Company's loans are located in California. California is a state which is prone to earthquakes, brush fires, flooding, drought and other natural disasters. In addition to possibly sustaining damage to its own properties, if there is a major earthquake, flood, fire or other natural disaster, the Company faces the risk that many of its borrowers may experience uninsured property losses, or sustained job interruption and/or loss which may materially impair their ability to meet the terms of their loan obligations. A major earthquake, flood, prolonged drought, fire or other natural disaster in California could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

Adverse changes in general business or economic conditions could have a material adverse effect on the Company's financial condition and results of operations.

A sustained or continuing weakness or weakening in business and economic conditions generally or specifically in the principal markets in which the Company does business could have one or more of the following adverse impacts on the Company's business:

- a decrease in the demand for loans and other products and services offered by the Company;
- an increase or decrease in the usage of unfunded credit commitments;
- a decrease in the amount of deposits;
- a decrease in non-depository funding available to the Company;
- an impairment of certain intangible assets, such as goodwill;
- an increase in the number of clients and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to the Company, which could result in a higher level of nonperforming assets, net charge-offs, provision for loan losses, and valuation adjustments on assets;
- an impairment of investment securities;
- an impairment of life insurance policies owned by the Company;
- an impairment of real estate owned by the Company.

Current market conditions have also led to the failure or merger of a number of financial institutions. Financial institution failures or near-failures have resulted in further losses as a consequence of defaults on securities issued by them and defaults under contracts entered into with such entities as counterparties. Weak economic conditions can significantly weaken the strength and liquidity of financial institutions.

The Company's financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon on the business environment in the markets where the Company operates, in the State of California and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, healthy labor markets, efficient capital markets, low inflation, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by: declines in economic growth, high rates of unemployment, declines in business activity or consumer, investor or business confidence; limitations on the availability of or increases in the cost of credit and capital; increases in inflation or interest rates; natural disasters; or a combination of these or other factors.

Overall, during 2010 and 2011, the business environment has been adverse for many households, businesses and government entities in the United States, including California. There can be no assurance that these conditions will improve in the near term. Such conditions could adversely affect the credit quality of the Company's loans, the demand for loans, loan volumes and related revenue, securities valuations, amounts of deposits, availability of funding, results of operations and financial condition.

The value of securities in the Company's investment securities portfolio may be negatively affected by disruptions in securities markets

The market for some of the investment securities held in the Company's portfolio can be extremely volatile. Volatile market conditions may detrimentally affect the value of these securities, such as through reduced valuations due to the perception of heightened credit and liquidity risks. There can be no assurance that the declines in market value will not result in other than temporary impairments of these assets, which would lead to accounting charges that could have a material adverse effect on the Company's net income and capital levels.

Regulatory Risks

Restrictions on dividends and other distributions could limit amounts payable to the Company.

As a holding company, a substantial portion of the Company's cash flow typically comes from dividends paid by the Bank. Various statutory provisions restrict the amount of dividends the Company's subsidiaries can pay to the Company without regulatory approval. In addition, if any of the Company's subsidiaries were to liquidate, that subsidiary's creditors will be entitled to receive distributions from the assets of that subsidiary to satisfy their claims against it before the Company, as a holder of an equity interest in the subsidiary, will be entitled to receive any of the assets of the subsidiary.

Adverse effects of changes in banking or other laws and regulations or governmental fiscal or monetary policies could adversely affect the Company.

The Company is subject to significant federal and state regulation and supervision, which is primarily for the benefit and protection of the Company's customers and not for the benefit of investors. In the past, the Company's business has been materially affected by these regulations. As an example, the FRB amended Regulation E, which implements the Electronic Fund Transfer Act, in a manner which limits the ability of a financial institution to assess an overdraft fee for paying automated teller machine (ATM) and one-time debit card transactions that overdraw a consumer's account, unless the consumer affirmatively consents, or opts in, to the institution's payment of overdrafts for these transactions. The rule had a mandatory compliance date of July 1, 2010 for new accounts and August 15, 2010 for existing accounts. Implementation of the new provisions significantly reduced overdraft fees assessed by the Bank.

Laws, regulations or policies, including accounting standards and interpretations currently affecting the Company and the Company's subsidiaries, may change at any time. Regulatory authorities may also change their interpretation of these statutes and regulations. Therefore, the Company's business may be adversely affected by any future changes in laws, regulations, policies or interpretations or regulatory approaches to compliance and enforcement including future acts of terrorism, major U.S. corporate bankruptcies and reports of accounting irregularities at U.S. public companies.

Additionally, the Company's business is affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States of America. Under long-standing policy of the FRB, a BHC is expected to act as a source of financial strength for its subsidiary banks. As a result of that policy, the Company may be required to commit financial and other resources to its subsidiary bank in circumstances where the Company might not otherwise do so. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in U.S. government securities, (b) changing the discount rates of borrowings by depository institutions, (c) changing interest rates paid on balances financial institutions deposit with the FRB, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on the Company's business, results of operations and financial condition.

Federal and state governments could pass legislation detrimental to the Company's performance.

As an example, the Company could experience higher credit losses because of federal or state legislation or regulatory action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Company could experience higher credit losses because of federal or state legislation or regulatory action that limits the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible.

The FDIC insures deposits at insured financial institutions up to certain limits. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund. Recent economic conditions have increased bank failures, in which case the FDIC takes control of failed banks and ensures payment of deposits up to insured limits using the resources of the Deposit Insurance Fund. In such case, the FDIC may increase premium assessments to maintain adequate funding of the Deposit Insurance Fund.

The behavior of depositors in regard to the level of FDIC insurance could cause our existing customers to reduce the amount of deposits held at the Bank, and could cause new customers to open deposit accounts at the Bank. The level and composition of the Bank's deposit portfolio directly impacts the Bank's funding cost and net interest margin.

The FRB has been providing vast amounts of liquidity into the banking system due to current economic and capital market conditions. A reduction in the FRB's activities or capacity could reduce liquidity in the markets, thereby increasing funding costs to the Bank or reducing the availability of funds to the Bank to finance its existing operations.

Systems, Accounting and Internal Control Risks

The accuracy of the Company's judgments and estimates about financial and accounting matters will impact operating results and financial condition.

The discussion under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in this report and the information referred to in that discussion is incorporated by reference in this paragraph. The Company makes certain estimates and judgments in preparing its financial statements. The quality and accuracy of those estimates and judgments will have an impact on the Company's operating results and financial condition.

The Company's information systems may experience an interruption or breach in security.

The Company relies heavily on communications and information systems to conduct its business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in the Company's accounting, customer relationship management and other systems. Communication and information systems failures can result from a variety of risks including, but not limited to, telecommunication line integrity, weather, terrorist acts, natural disasters, accidental disasters, unauthorized breaches of security systems, and other events. There can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately corrected by the Company. The occurrence of any such failures, interruptions or security breaches could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

The Company's controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Company's internal control over financial reporting, disclosure controls and procedures, and corporate governance policies and procedures. The Company maintains controls and procedures to mitigate against risks such as processing system failures and errors, and customer or employee fraud, and maintains insurance coverage for certain of these risks. Any system of controls and procedures, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Events could occur which are not prevented or detected by the Company's internal controls or are not insured against or are in excess of the Company's insurance limits or insurance underwriters' financial capacity. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may have underestimated losses on purchased loans.

On February 6, 2009, the Bank acquired approximately \$1.2 billion in loans and repossessed loan collateral of the former County Bank from the FDIC as its receiver. On August 20, 2010, the Bank acquired approximately \$217 million in loans and repossessed loan collateral of the former Sonoma Valley Bank from the FDIC as its receiver. These purchased assets had suffered substantial deterioration at the respective acquisition dates, and the Company can provide no assurance that they will not continue to deteriorate now that they are the Bank's assets. If Management's estimates of purchased asset fair values as of the acquisition dates are higher than ultimate cash flows, the recorded carrying amount of the assets may need to be reduced with a corresponding charge to earnings, net of FDIC loss indemnification on former County Bank assets.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES**Branch Offices and Facilities**

Westamerica Bank is engaged in the banking business through 95 branch offices in 21 counties in Northern and Central California. WAB believes all of its offices are constructed and equipped to meet prescribed security requirements.

The Company owns 33 branch office locations and one administrative facility and leases 74 facilities. Most of the leases contain multiple renewal options and provisions for rental increases, principally for changes in the cost of living index, and for changes in other operating costs such as property taxes and maintenance.

ITEM 3. LEGAL PROCEEDINGS

Neither the Company nor any of its subsidiaries is a party to any material pending legal proceeding, nor is their property the subject of any material pending legal proceeding, other than ordinary routine legal proceedings arising in the ordinary course of the Company's business. None of these proceedings is expected to have a material adverse impact upon the Company's business, financial position or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDERS MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Company's common stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "WABC". The following table shows the high and the low sales prices for the common stock, for each quarter, as reported by NASDAQ:

	High	Low
2011:		
First quarter	\$56.96	\$49.25
Second quarter	52.53	46.91
Third quarter	50.52	36.32
Fourth quarter	46.73	36.34
2010:		
First quarter	\$61.25	\$50.87
Second quarter	60.37	52.17
Third quarter	55.99	50.04
Fourth quarter	56.72	48.70

As of January 31, 2012, there were approximately 7,000 shareholders of record of the Company's common stock.

The Company has paid cash dividends on its common stock in every quarter since its formation in 1972, and it is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. There is no assurance, however, that any dividends will be paid since they are dependent upon earnings, cash balances, financial condition and capital requirements of the Company and its subsidiaries as well as policies of the FRB pursuant to the BHCA. See Item 1, "Business - Supervision and Regulation." As of December 31, 2011, \$166 million was allowable for payment of dividends by the Company to its shareholders, under applicable laws and regulations.

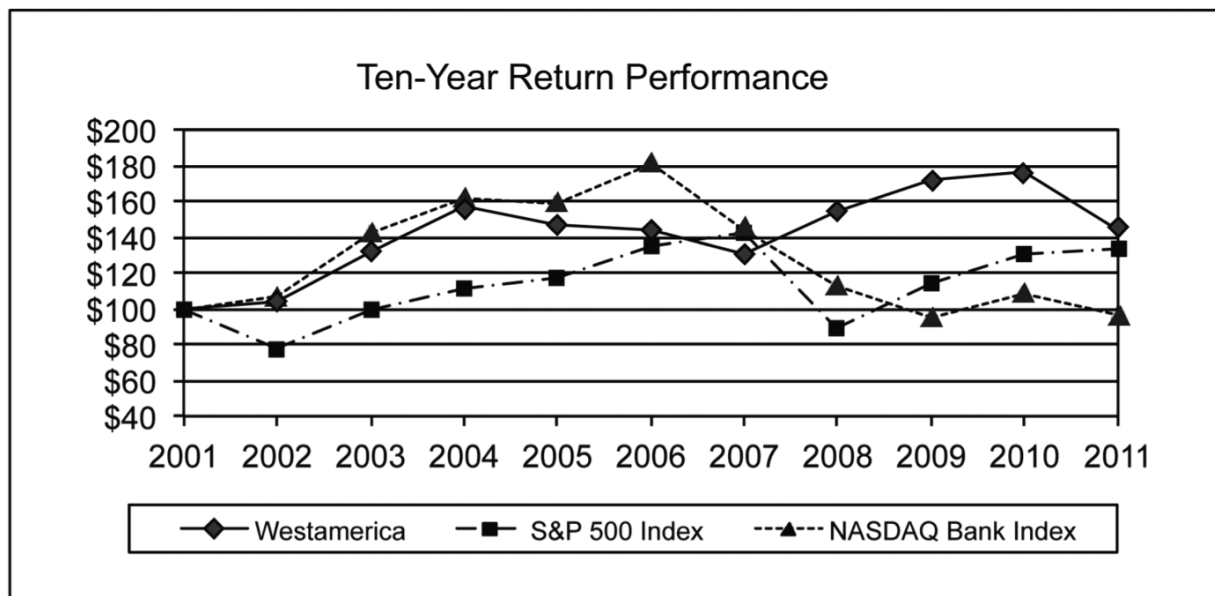
The notes to the consolidated financial statements included in this report contain additional information regarding the Company's capital levels, regulations affecting subsidiary bank dividends paid to the Company, the Company's earnings, financial condition and cash flows, and cash dividends declared and paid on common stock.

As discussed in Note 9 to the consolidated financial statements, in December 1986, the Company declared a dividend distribution of one common share purchase right (the “Right”) for each outstanding share of common stock. The Rights expired on December 31, 2009.

On February 13, 2009, the Company issued a warrant to purchase 246,640 shares of its common stock at an exercise price of \$50.92 per share with an expiration date of February 13, 2019. The warrant remained outstanding as of December 31, 2011.

Stock performance

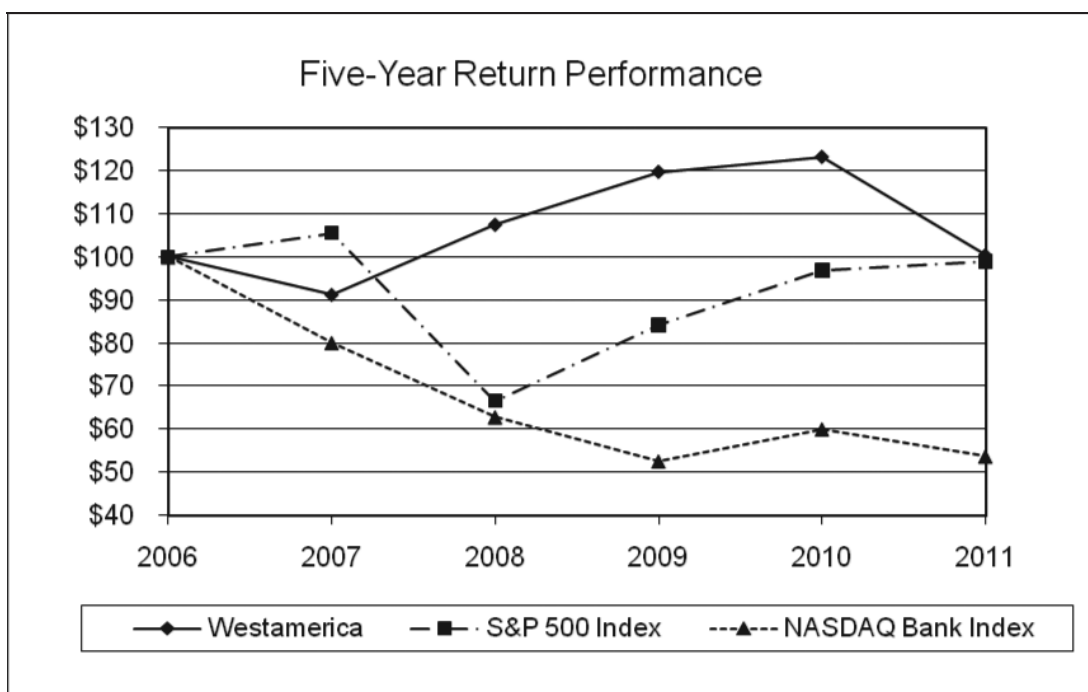
The following chart compares the cumulative return on the Company’s stock during the ten years ended December 31, 2011 with the cumulative return on the S&P 500 composite stock index and NASDAQ’S Bank Index. The comparison assumes \$100 invested in each on December 31, 2001 and reinvestment of all dividends.



	Period ending					
	2001	2002	2003	2004	2005	2006
Westamerica Bancorporation (WABC)	\$100.00	\$103.78	\$131.49	\$157.22	\$146.38	\$143.30
S&P 500 (SPX)	100.00	77.90	100.25	111.12	116.59	135.06
NASDAQ Bank Index (CBNK).....	100.00	106.95	142.29	161.68	158.54	180.52

	Period ending				
	2007	2008	2009	2010	2011
Westamerica Bancorporation (WABC)	\$130.78	\$153.98	\$171.49	\$176.43	\$143.88
S&P 500 (SPX)	142.48	89.88	113.66	130.78	133.55
NASDAQ Bank Index (CBNK).....	144.58	113.51	95.01	108.45	97.06

The following chart compares the cumulative return on the Company's stock during the five years ended December 31, 2011 with the cumulative return on the S&P 500 composite stock index and NASDAQ'S Bank Index. The comparison assumes \$100 invested in each on December 31, 2006 and reinvestment of all dividends.



	Period ending					
	2006	2007	2008	2009	2010	2011
Westamerica Bancorporation (WABC)	\$100.00	\$91.26	\$107.46	\$119.67	\$123.12	\$100.41
S&P 500 (SPX).....	100.00	105.49	66.55	84.16	96.84	98.88
NASDAQ Bank Index (CBNK)	100.00	80.09	62.88	52.63	60.08	53.77

ISSUER PURCHASES OF EQUITY SECURITIES

The table below sets forth the information with respect to purchases made by or on behalf of Westamerica Bancorporation or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of common stock during the quarter ended December 31, 2011 (in thousands, except per share data).

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 through October 31	41	\$44.48	41	1,689
November 1 through November 30.....	184	42.70	184	1,505
December 1 through December 31	136	42.52	136	1,369
Total.....	361	42.83	361	1,369

* Includes 8 thousand, 1 thousand and 11 thousand shares purchased in October, November and December, respectively, by the Company in private transactions with the independent administrator of the Company's Tax Deferred Savings/Retirement Plan (ESOP). The Company includes the shares purchased in such transactions within the total number of shares authorized for purchase pursuant to the currently existing publicly announced program.

The Company repurchases shares of its common stock in the open market to optimize the Company's use of equity capital and enhance shareholder value and with the intention of lessening the dilutive impact of issuing new shares to meet stock performance, option plans, and other ongoing requirements.

Shares were repurchased during the fourth quarter of 2011 pursuant to a program approved by the Board of Directors on July 28, 2011 authorizing the purchase of up to 2 million shares of the Company's common stock from time to time prior to September 1, 2012.

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ITEM 6. SELECTED FINANCIAL DATA

The following financial information for the five years ended December 31, 2011 has been derived from the Company's audited consolidated financial statements. This information should be read in conjunction with those statements, notes and other information included elsewhere herein.

WESTAMERICA BANCORPORATION
FINANCIAL SUMMARY

(Dollars in thousands, except per share data)

Year ended December 31:	2011	2010	2009	2008	2007
Interest income	\$207,979	\$221,155	\$241,949	\$208,469	\$235,872
Interest expense	8,382	12,840	19,380	33,243	72,555
Net interest income	199,597	208,315	222,569	175,226	163,317
Provision for loan losses	11,200	11,200	10,500	2,700	700
Noninterest income:					
Net losses from securities	—	—	—	(56,955)	—
Gain on acquisition.....	—	178	48,844	—	—
Deposit service charges and other	60,097	61,276	63,167	54,899	59,278
Total noninterest income (loss)	60,097	61,454	112,011	(2,056)	59,278
Noninterest expense					
Settlements	2,100	43	158	134	220
Visa litigation	—	—	—	(2,338)	2,338
Other noninterest expense	125,578	127,104	140,618	102,965	98,870
Total noninterest expense	127,678	127,147	140,776	100,761	101,428
Income before income taxes	120,816	131,422	183,304	69,709	120,467
Provision for income taxes	32,928	36,845	57,878	9,874	30,691
Net income	87,888	94,577	125,426	59,835	89,776
Preferred stock dividends and discount accretion ...	—	—	3,963	—	—
Net income applicable to common equity	\$87,888	\$94,577	\$121,463	\$59,835	\$89,776
Average common shares outstanding	28,628	29,166	29,105	28,892	29,753
Average diluted common shares outstanding	28,742	29,471	29,353	29,273	30,165
Shares outstanding at December 31	28,150	29,090	29,208	28,880	29,018
Per common share:					
Basic earnings	\$3.07	\$3.24	\$4.17	\$2.07	\$3.02
Diluted earnings	3.06	3.21	4.14	2.04	2.98
Book value at December 31.....	19.85	18.74	17.31	14.19	13.60
Financial Ratios:					
Return on assets	1.78%	1.95%	2.39%	1.42%	1.93%
Return on common equity	16.14%	18.11%	25.84%	14.77%	22.11%
Net interest margin *	5.32%	5.54%	5.42%	5.13%	4.40%
Net loan losses to average originated loans.....	0.73%	0.79%	0.60%	0.44%	0.14%
Efficiency ratio **	45.77%	44.13%	39.74%	51.88%	41.46%
Equity to assets	11.08%	11.06%	10.16%	10.16%	8.66%
Allowance for loan losses to originated loans.....	1.75%	1.76%	1.86%	1.87%	2.10%
Period End Balances:					
Assets.....	\$5,042,161	\$4,931,524	\$4,975,501	\$4,032,934	\$4,558,959
Originated loans.....	1,862,607	2,029,541	2,201,088	2,382,426	2,502,976
Purchased covered loans	535,278	692,972	855,301	—	—
Purchased non-covered loans.....	125,921	199,571	—	—	—
Investment securities.....	1,561,556	1,252,212	1,111,143	1,237,779	1,578,109
Deposits	4,249,921	4,132,961	4,060,208	3,095,054	3,264,790
Identifiable intangible assets and goodwill	150,302	156,277	157,366	136,907	140,148
Short-term borrowed funds	115,689	107,385	128,134	457,275	798,599
Federal Home Loan Bank advances.....	26,023	61,698	85,470	—	—
Term repurchase agreement	10,000	—	99,044	—	—
Debt financing and notes payable	15,000	26,363	26,497	26,631	36,773
Shareholders' equity	558,641	545,287	505,448	409,852	394,603
Capital Ratios at Period End:					
Total risk based capital	15.75%	15.50%	14.50%	11.76%	10.64%
Tangible equity to tangible assets	8.35%	8.15%	7.22%	7.01%	5.76%
Dividends Paid Per Common Share	\$1.45	\$1.44	\$1.41	\$1.39	\$1.36

* Yields on securities and certain loans have been adjusted upward to a "fully taxable equivalent" ("FTE") basis, which is a non-GAAP financial measure, in order to reflect the effect of income which is exempt from federal income taxation at the current statutory tax rate.

** The efficiency ratio is defined as noninterest expense divided by total revenue (net interest income on an FTE basis, which is a non-GAAP financial measure, and noninterest income).

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion addresses information pertaining to the financial condition and results of operations of Westamerica Bancorporation and subsidiaries (the "Company") that may not be otherwise apparent from a review of the consolidated financial statements and related footnotes. It should be read in conjunction with those statements and notes found on pages 47 through 88, as well as with the other information presented throughout the Report.

Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the banking industry. Application of these principles requires the Company to make certain estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment writedown or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. The Company utilizes third-party sources to value its investment securities; securities individually valued using quoted prices in active markets are classified as Level 1 assets in the fair value hierarchy, and securities valued using quoted prices in active markets for similar securities (commonly referred to as "matrix" pricing) are classified as Level 2 assets in the fair value hierarchy. The Company validates the reliability of third-party provided values by comparing individual security pricing for a sample of securities between more than one third-party source. When third-party information is not available, valuation adjustments are estimated in good faith by Management.

The most significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, Management has identified the allowance for loan losses accounting and purchased loan accounting to be the accounting areas requiring the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available. A discussion of the factors affecting accounting for the allowance for loan losses and purchased loans is included in the "Loan Portfolio Credit Risk" discussion below.

Acquisitions

As described in Note 2, Westamerica Bank ("Bank") acquired assets and assumed liabilities of the former Sonoma Valley Bank ("Sonoma") on August 20, 2010 from the Federal Deposit Insurance Corporation ("FDIC").

On February 6, 2009, the Bank acquired assets and assumed liabilities of the former County Bank ("County") from the FDIC. The Bank acquired approximately \$1.62 billion assets and assumed approximately \$1.58 billion liabilities. The Bank and the FDIC entered loss sharing agreements regarding future losses incurred on acquired loans and foreclosed loan collateral. Under the terms of the loss sharing agreements, the FDIC absorbs 80 percent of losses and is entitled to 80 percent of loss recoveries on the first \$269 million of losses, and absorbs 95 percent of losses and is entitled to 95 percent of loss recoveries on losses exceeding \$269 million. The loss sharing agreement on residential real estate loans expires February 6, 2019 and the loss-sharing agreement on non-residential real estate loans expires February 6, 2014 as to losses and February 6, 2017 as to loss recoveries.

In both acquisitions, the acquired assets and assumed liabilities were measured at estimated fair values, as required by FASB ASC 805, Business Combinations. Management made significant estimates and exercised significant judgment in accounting for the acquisition. Management judgmentally measured loan fair values based on loan file reviews (including borrower financial statements and tax returns), appraised collateral values, expected cash flows, and historical loss factors. Repossessed loan collateral was primarily valued based upon appraised collateral values. The Bank also recorded identifiable intangible assets representing the value of the core deposit customer bases based on an evaluation of the cost of such deposits relative to alternative

funding sources. In determining the value of the identifiable intangible asset, Management used significant estimates including average lives of depository accounts, future interest rate levels, the cost of servicing various depository products, future FDIC insurance assessments, and other significant estimates. Management used quoted market prices to determine the fair value of investment securities, FHLB advances and other borrowings.

Net Income

For 2011, the Company reported net income applicable to common equity of \$87.9 million or \$3.06 diluted earnings per common share ("EPS"), compared with net income applicable to common equity of \$94.6 million or \$3.21 EPS, for 2010. The 2011 results included \$2.1 million in litigation settlement accruals which decreased net income by \$1.2 million and expenses related to the integration of the former Sonoma Valley Bank ("Sonoma") of \$393 thousand after tax, equivalent to \$0.06 diluted earnings per common share. The 2010 results included a \$178 thousand gain on the acquisition of Sonoma Valley Bank.

Components of Net Income

Year ended December 31, (Dollars in thousands except per share amounts)	2011	2010	2009
Net interest and fee income *	\$218,867	\$226,683	\$242,218
Provision for loan losses	(11,200)	(11,200)	(10,500)
Noninterest income	60,097	61,454	112,011
Noninterest expense	(127,678)	(127,147)	(140,776)
Income before income taxes *	140,086	149,790	202,953
Taxes *	(52,198)	(55,213)	(77,527)
Net income	87,888	94,577	125,426
Preferred dividends and discount accretion	—	—	(3,963)
Net income applicable to common equity	\$87,888	\$94,577	\$121,463
Net income applicable to common equity per average fully-diluted common share	\$3.06	\$3.21	\$4.14
Net income applicable to common equity as a percentage of average shareholders' equity	16.14%	18.11%	25.84%
Net income applicable to common equity as a percentage of average total assets	1.78%	1.95%	2.39%

* Fully taxable equivalent (FTE)

Comparing 2011 to 2010, net income applicable to common equity decreased \$6.7 million or 7.1%, due to lower net interest income (FTE), lower noninterest income and higher noninterest expense, partially offset by a decrease in the income tax provision (FTE). The lower net interest income (FTE) was mainly caused by a lower average volume of loans and lower yields on interest earning assets, partially offset by higher average balances of investments and lower rates paid on interest-bearing liabilities. The provision for loan losses was unchanged, reflecting Management's evaluation of losses inherent in the loan portfolio not covered by loss-sharing agreements with the FDIC and purchased loan credit-default discounts. Noninterest income decreased \$1.4 million largely due to lower service charges on deposit accounts. Noninterest expense increased \$531 thousand mostly due to the \$2.1 million settlement accrual, offset by lower personnel costs and deposit insurance assessments.

Comparing 2010 to 2009, net income applicable to common equity decreased \$26.9 million, primarily due to a \$48.8 million gain on acquisition in 2009, lower net interest income (FTE) and higher provision for loan losses, partially offset by decreases in noninterest expense and income tax provision (FTE) and the elimination of preferred stock dividends and discount accretion. The lower net interest income (FTE) was primarily caused by a lower volume of average interest earning assets, lower yields on investments and higher rates paid on borrowings, partially offset by higher yields on loans, lower average balances of interest-bearing liabilities and lower rates paid on interest-bearing deposits. The provision for loan losses increased \$700 thousand, reflecting Management's assessment of losses inherent in the loan portfolio not covered by loss-sharing agreements with the FDIC and purchased loan credit-default discounts. Noninterest income decreased \$50.6 million largely due to a \$48.8 million acquisition gain in 2009. Noninterest expense declined \$13.6 million primarily due to decreases in personnel, occupancy and equipment expenses reflecting the integration of the acquired County operations and lower FDIC insurance assessments. The income tax provision (FTE) decreased \$22.3 million. Net income applicable to common equity in 2009 reflected \$4.0 million in preferred stock dividends and discount accretion.

Net Interest and Fee Income

The Company's primary source of revenue is net interest income, or the difference between interest income earned on loans and investment securities and interest expense paid on interest-bearing deposits and other borrowings. Net interest and fee income (FTE) in 2011 decreased \$7.8 million or 3.4% from 2010, to \$218.9 million. Comparing 2010 to 2009, net interest and fee income (FTE) decreased \$15.5 million or 6.4% to \$226.7 million.

Components of Net Interest and Fee Income

Year ended December 31, (Dollars in thousands)	2011	2010	2009
Interest and fee income	\$207,979	\$221,155	\$241,949
Interest expense	(8,382)	(12,840)	(19,380)
FTE adjustment	19,270	18,368	19,649
Net interest and fee income (FTE)	\$218,867	\$226,683	\$242,218
Net interest margin (FTE)	5.32%	5.54%	5.42%

Comparing 2011 with 2010, net interest and fee income (FTE) decreased \$7.8 million or 3.4%, primarily due to a lower average volume of loans (down \$217 million) and lower yields on interest earning assets (down 0.33%), partially offset by higher average balances of investments (\$236 million) and lower rates paid on interest-bearing liabilities (down 0.16%).

Yields on interest-earning assets have declined due to relatively low interest rates prevailing in the market. Economic conditions, competitive pricing and deleveraging by businesses and individuals have reduced loan volumes, placing greater reliance on lower-yielding investment securities. Rates on interest-bearing deposits and borrowings have declined to offset some of the decline in asset yields.

In Management's judgment, economic conditions and competitive pricing create a cautious view toward commercial lending, and economic pressure on consumers has reduced demand for automobile and other consumer loans. As a result, the Company has not taken an aggressive posture relative to loan portfolio growth.

At December 31, 2011, purchased FDIC covered loans represented 21 percent of the Company's loan portfolio. Under the terms of the FDIC loss-sharing agreements, the FDIC is obligated to reimburse the Bank 80 percent of loan interest income foregone on covered loans. Such reimbursements are limited to the lesser of 90 days contractual interest or actual unpaid contractual interest at the time a principal loss is recognized in respect to the underlying loan.

In 2011, interest and fee income (FTE) was down \$12.3 million or 5.1% from 2010. The decrease resulted from a lower average volume of loans and lower yields on interest earning assets, partially offset by higher average balances of investments. A lower average balance of the loan portfolio was mostly attributable to decreases in average balances of taxable commercial loans (down \$99 million), commercial real estate loans (down \$46 million), residential real estate loans (down \$45 million), tax-exempt commercial loans (down \$19 million) and construction loans (down \$11 million). The average investment portfolio increased mostly due to higher average balances of municipal securities (up \$91 million), U.S. government sponsored entity obligations (up \$80 million), and corporate securities (up \$61 million).

The average yield on earning assets for 2011 was 5.52% compared with 5.85% in 2010. The loan portfolio yield for 2011 decreased 0.14% compared with 2010 primarily due to lower yields on consumer loans (down 0.58%), residential real estate loans (down 0.43%), tax-exempt commercial loans (down 0.15%) and commercial real estate loans (down 0.04%), partially offset by increases in yields on construction loans (up 2.12%) and taxable commercial loans (up 0.06%). The higher yield on construction loans in 2011 was attributable to higher interest receipts on construction loans on nonaccrual status. The investment portfolio yield declined from 5.13% in 2010 to 4.60% in 2011 mainly due to decreases in yields on collateralized mortgage obligations (down 1.23%), residential mortgage-backed securities (down 0.23%) and municipal securities (down 0.20%), partially offset by a 0.39% increase in yields on corporate securities which contain floating interest rate structures.

Comparing 2011 with 2010, interest expense declined \$4.5 million or 34.7%, due to lower rates paid on interest-bearing liabilities and a shift from higher costing term repurchase agreements, time deposits less than \$100 thousand to low-cost checking and savings accounts. Higher average balances of preferred money market savings (up \$48 million), money market savings (up \$43 million), money market checking accounts (up \$31 million), regular savings (up \$27 million) and Federal Home Loan Bank advances (up \$7 million) were partially offset by lower average balances of short-term borrowed funds (down \$94 million), time deposits less than \$100 thousand (down \$45 million), time deposits \$100 thousand or more (down \$15 million) and long-term

debt (down \$4 million). Lower average balances of short-term borrowed funds were attributable to repayment of the \$100 million term repurchase agreement in December of 2010. Lower average balances of long-term debt were attributable to the redemption of a \$10 million subordinated note.

Rates paid on interest-bearing liabilities averaged 0.29% in 2011 compared with 0.45% in 2010 mainly due to lower rates on time deposits over \$100 thousand (down 0.19%), money market savings (down 0.15%), preferred money market savings (down 0.27%), short-term borrowed funds (down 0.74%), and debt financing and notes payable (down 2.78%), partially offset by a 0.18% increase in rates on time deposits less than \$100 thousand. Rates on short-term borrowed funds decreased as the Company repaid the \$100 million term repurchase agreement in December of 2010. Rates on debt financing payable declined due to adjustments to the premium amortization on a \$10 million subordinated note, which the Company redeemed in August 2011.

In 2010, net interest income (FTE) decreased from 2009 primarily due to a lower volume of average interest earning assets (down \$378 million) and lower yields on investments (down 0.29%), partially offset by higher yields on loans (up 0.12%), lower average balances of interest-bearing liabilities (down \$287 million) and lower rates paid on interest-bearing deposits (down 0.2%).

Comparing 2010 with 2009, interest and fee income (FTE) was down \$22.1 million or 8.4%. The decrease resulted from a lower volume of average interest earning assets and lower yields on investment securities, partially offset by higher yields on loans. Average interest earning assets decreased \$378 million or 8.5% in 2010 compared with 2009 due to a \$273 million decrease in average loans and a \$105 million decrease in average investments. The decrease in the average balance of the loan portfolio was attributable to decreases in average balances of taxable commercial loans (down \$92 million), residential real estate loans (down \$75 million), indirect automobile loans (down \$50 million), commercial real estate loans (down \$38 million), tax-exempt commercial loans (down \$20 million) and construction loans (down \$11 million). The average investment portfolio decreased \$105 million largely due to declines in average balances of residential collateralized mortgage obligations (down \$87 million), residential mortgage backed securities (down \$41 million) and municipal securities (down \$31 million), partially offset by increases in average balances of \$34 million of corporate securities and \$20 million of U.S. government sponsored entity obligations.

The average yield on interest earning assets in 2010 was 5.85%, unchanged from 2009. The loan portfolio yield in 2010 compared with 2009 period was higher by 0.12%, due to increases in yields on taxable commercial loans (up 0.58%) and construction loans (up 1.36%), partially offset by a 0.35% decrease in yields on residential real estate loans. The investment portfolio yield decreased from 5.42% in 2009 to 5.13% in 2010 as maturities and paydowns on higher yielding portfolio securities were replaced with securities bearing lower yields. Yields on U.S. government sponsored entity obligations decreased 2.7%. Yields on municipal securities and U.S. Treasuries declined 0.08% and 2.24%, respectively.

Comparing 2010 with 2009, interest expense declined \$6.5 million or 33.7%, primarily due to lower average balances of interest-bearing liabilities and lower rates on interest-bearing deposits. The Company's average checking and savings deposits represented 77% of total deposits in 2010 compared with 74% in 2009. As a result, the Company's reliance on higher-costing time deposits was reduced. Average interest-bearing liabilities in 2010 fell by \$287 million from 2009 mainly due to decreases in average balances of federal funds purchased (down \$108 million), FHLB advances (down \$45 million), time deposits less than \$100 thousand (down \$100 million), time deposits \$100 thousand or more (down \$57 million) and money market checking accounts (down \$14 million), partially offset by increases in the average balance of money market savings (up \$24 million) and regular savings (up \$16 million). Rates paid on interest-bearing liabilities averaged 0.45% in 2010 compared with 0.62% in 2009. The average rate paid on interest-bearing deposits declined 0.2% to 0.34% in 2010 compared with 2009 mainly due to lower rates on time deposits less than \$100 thousand (down 0.49%), time deposits \$100 thousand or more (down 0.26%), preferred money market savings (down 0.16%) and regular savings (down 0.08%).

The following tables present information regarding the consolidated average assets, liabilities and shareholders' equity, the amounts of interest income earned from average interest earning assets and the resulting yields, and the amount of interest expense paid on average interest-bearing liabilities and the resulting rates paid. Average loan balances include nonperforming loans. Interest income includes proceeds from loans on nonaccrual status only to the extent cash payments have been received and applied as interest income. Yields on tax-exempt securities and loans have been adjusted upward to reflect the effect of income exempt from federal income taxation at the current statutory tax rate.

Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

	Year Ended December 31, 2011		
	Average Balance	Interest Income/Expense	Rates Earned/Paid
(Dollars in thousands)			
Assets			
Money market assets and funds sold	\$430	\$—	—%
Investment securities:			
Available for sale			
Taxable.....	445,527	11,166	2.51%
Tax-exempt (1).....	258,867	15,989	6.18%
Held to maturity			
Taxable.....	188,751	6,238	3.30%
Tax-exempt (1).....	483,255	29,878	6.18%
Loans:			
Commercial			
Taxable.....	437,581	28,087	6.42%
Tax-exempt (1).....	148,144	9,494	6.41%
Commercial real estate.....	1,199,390	78,179	6.52%
Real estate construction	57,529	4,331	7.53%
Real estate residential	312,615	12,340	3.95%
Consumer	581,286	31,547	5.43%
Total Loans (1)	<u>2,736,545</u>	<u>163,978</u>	5.99%
Interest earning assets (1)	4,113,375	227,249	5.52%
Other assets.....	837,379		
Total assets.....	<u>\$4,950,754</u>		
Liabilities and shareholders' equity			
Deposits:			
Noninterest bearing demand	\$1,496,362	—	—
Savings and interest-bearing transaction.....	1,826,118	2,419	0.13%
Time less than \$100,000	313,548	2,090	0.67%
Time \$100,000 or more.....	535,866	2,296	0.43%
Total interest-bearing deposits	<u>2,675,532</u>	<u>6,805</u>	0.25%
Short-term borrowed funds.....	105,157	216	0.21%
Federal Home Loan Bank advances	41,741	520	1.25%
Term repurchase agreement.....	3,945	39	0.98%
Debt financing and notes payable	22,066	802	3.63%
Total interest-bearing liabilities	<u>2,848,441</u>	<u>8,382</u>	0.29%
Other liabilities	61,493		
Shareholders' equity	544,458		
Total liabilities and shareholders' equity	<u>\$4,950,754</u>		
Net interest spread (2).....			5.23%
Net interest income and interest margin (1)(3)		<u>\$218,867</u>	<u>5.32%</u>

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

(2) Net interest spread represents the average yield earned on interest earning assets less the average rate paid on interest-bearing liabilities.

(3) Net interest margin is computed by dividing net interest income by total average interest earning assets.

Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

(Dollars in thousands)	Year Ended December 31, 2010		
	Average Balance	Interest Income/Expense	Rates Earned/Paid
Assets			
Money market assets and funds sold	\$1,820	\$2	0.11%
Investment securities:			
Available for sale			
Taxable.....	299,730	8,806	2.94%
Tax-exempt (1).....	183,484	11,982	6.53%
Held to maturity			
Taxable.....	175,475	7,641	4.35%
Tax-exempt (1).....	479,969	30,075	6.27%
Loans:			
Commercial			
Taxable.....	536,530	34,140	6.36%
Tax-exempt (1).....	166,702	10,941	6.56%
Commercial real estate.....	1,245,369	81,755	6.56%
Real estate construction	68,602	3,711	5.41%
Real estate residential	357,398	15,668	4.38%
Consumer.....	579,432	34,802	6.01%
Total Loans (1)	<u>2,954,033</u>	<u>181,017</u>	6.13%
Interest earning assets (1)	4,094,511	239,523	5.85%
Other assets.....	758,969		
Total assets.....	<u>\$4,853,480</u>		
Liabilities and shareholders' equity			
Deposits:			
Noninterest bearing demand	\$1,412,702	—	—
Savings and interest-bearing transaction.....	1,676,882	3,543	0.21%
Time less than \$100,000	358,096	1,769	0.49%
Time \$100,000 or more.....	550,810	3,406	0.62%
Total interest-bearing deposits	2,585,788	8,718	0.34%
Short-term borrowed funds.....	107,821	463	0.43%
Federal Home Loan Bank advances	34,378	437	1.25%
Term repurchase agreement.....	94,842	1,528	1.61%
Debt financing and notes payable.....	26,433	1,694	6.41%
Total interest-bearing liabilities	2,849,262	12,840	0.45%
Other liabilities	69,333		
Shareholders' equity	522,183		
Total liabilities and shareholders' equity	<u>\$4,853,480</u>		
Net interest spread (2).....			5.40%
Net interest income and interest margin (1)(3)		<u>\$226,683</u>	<u>5.54%</u>

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

(2) Net interest spread represents the average yield earned on interest earning assets less the average rate paid on interest-bearing liabilities.

(3) Net interest margin is computed by dividing net interest income by total average interest earning assets.

Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

(Dollars in thousands)	Year Ended December 31, 2009		
	Average Balance	Interest Income/Expense	Rates Earned/Paid
Assets			
Money market assets and funds sold	\$841	\$3	0.36%
Investment securities:			
Available for sale			
Taxable.....	240,829	9,002	3.74%
Tax-exempt (1).....	166,669	11,217	6.73%
Held to maturity			
Taxable.....	307,763	13,971	4.54%
Tax-exempt (1).....	529,597	33,334	6.29%
Loans:			
Commercial			
Taxable.....	629,027	36,360	5.78%
Tax-exempt (1).....	186,295	12,362	6.64%
Commercial real estate.....	1,283,114	84,473	6.58%
Real estate construction	79,425	3,213	4.05%
Real estate residential	431,931	20,640	4.73%
Consumer.....	617,169	37,023	6.00%
Total Loans (1)	<u>3,226,961</u>	<u>194,071</u>	6.01%
Interest earning assets (1)	4,472,660	261,598	5.85%
Other assets.....	613,977		
Total assets.....	<u>\$5,086,637</u>		
Liabilities and shareholders' equity			
Deposits:			
Noninterest bearing demand	\$1,354,534	—	—
Savings and interest-bearing transaction.....	1,648,095	4,677	0.28%
Time less than \$100,000	458,117	4,506	0.98%
Time \$100,000 or more.....	607,642	5,366	0.88%
Total interest-bearing deposits	<u>2,713,854</u>	<u>14,549</u>	0.54%
Short-term borrowed funds.....	225,962	751	0.33%
Federal Home Loan Bank advances	79,417	1,010	1.25%
Term repurchase agreement.....	90,344	1,381	1.53%
Debt financing and notes payable	26,567	1,689	6.36%
Total interest-bearing liabilities	<u>3,136,144</u>	<u>19,380</u>	0.62%
Other liabilities	71,635		
Shareholders' equity	524,324		
Total liabilities and shareholders' equity	<u>\$5,086,637</u>		
Net interest spread (2).....			5.23%
Net interest income and interest margin (1)(3).....		<u>\$242,218</u>	<u>5.42%</u>

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

(2) Net interest spread represents the average yield earned on interest earning assets less the average rate paid on interest-bearing liabilities.

(3) Net interest margin is computed by dividing net interest income by total average interest earning assets.

The following tables set forth a summary of the changes in interest income and interest expense due to changes in average assets and liability balances (volume) and changes in average interest rates for the periods indicated. Changes not solely attributable to volume or rates have been allocated in proportion to the respective volume and rate components.

Summary of Changes in Interest Income and Expense

Years Ended December 31, (In thousands)	2011 Compared with 2010		
	Volume	Rate	Total
(Decrease) increase in interest and fee income:			
Money market assets and funds sold.....	(\$1)	(\$1)	(\$2)
Investment securities:			
Available for sale Taxable.....	3,800	(1,440)	2,360
Tax- exempt (1).....	4,687	(680)	4,007
Held to maturity Taxable	545	(1,948)	(1,403)
Tax- exempt (1).....	205	(402)	(197)
Loans:			
Commercial:			
Taxable.....	(6,349)	296	(6,053)
Tax- exempt (1).....	(1,194)	(253)	(1,447)
Commercial real estate.....	(3,000)	(576)	(3,576)
Real estate construction.....	(667)	1,287	620
Real estate residential.....	(1,854)	(1,474)	(3,328)
Consumer	111	(3,366)	(3,255)
Total loans (1)	(12,953)	(4,086)	(17,039)
Total decrease in interest and fee income (1)	(3,717)	(8,557)	(12,274)
Increase (decrease) in interest expense:			
Deposits:			
Savings/ interest-bearing.....	293	(1,417)	(1,124)
Time less than \$100,000	(240)	561	321
Time \$100,000 or more	(90)	(1,020)	(1,110)
Total interest-bearing	(37)	(1,876)	(1,913)
Short-term borrowed funds.....	(11)	(236)	(247)
Federal Home Loan Bank advances.....	92	(9)	83
Term repurchase agreement.....	(1,061)	(428)	(1,489)
Notes and mortgages payable	(246)	(646)	(892)
Total decrease in interest expense	(1,263)	(3,195)	(4,458)
Decrease in net interest income (1).....	(\$2,454)	(\$5,362)	(\$7,816)

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

Summary of Changes in Interest Income and Expense

Years Ended December 31, (In thousands)	2010 Compared with 2009		
	Volume	Rate	Total
Increase (decrease) in interest and fee income:			
Money market assets and funds sold.....	\$2	(\$3)	(\$1)
Investment securities:			
Available for sale Taxable.....	1,950	(2,146)	(196)
Tax- exempt (1).....	1,106	(341)	765
Held to maturity Taxable	(5,782)	(548)	(6,330)
Tax- exempt (1).....	(3,110)	(149)	(3,259)
Loans:			
Commercial:			
Taxable.....	(5,666)	3,446	(2,220)
Tax- exempt (1).....	(1,287)	(134)	(1,421)
Commercial real estate.....	(2,478)	(240)	(2,718)
Real estate construction.....	(480)	978	498
Real estate residential.....	(3,363)	(1,609)	(4,972)
Consumer	(2,267)	46	(2,221)
Total loans (1)	(15,541)	2,487	(13,054)
Total decrease in interest and fee income (1)	(21,375)	(700)	(22,075)
Increase (decrease) in interest expense:			
Deposits:			
Savings/ interest-bearing.....	80	(1,214)	(1,134)
Time less than \$100,000	(834)	(1,903)	(2,737)
Time \$100,000 or more	(466)	(1,494)	(1,960)
Total interest-bearing.....	(1,220)	(4,611)	(5,831)
Short-term borrowed funds.....	(466)	178	(288)
Federal Home Loan Bank advances.....	(573)	—	(573)
Term repurchase agreement.....	71	76	147
Notes and mortgages payable	(9)	14	5
Total decrease in interest expense.....	(2,197)	(4,343)	(6,540)
(Decrease) increase in net interest income (1)	(\$19,178)	\$3,643	(\$15,535)

(1) Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

Provision for Loan Losses

The Company manages credit costs by consistently enforcing conservative underwriting and administration procedures and aggressively pursuing collection efforts with debtors experiencing financial difficulties.

The Company recorded purchased County and Sonoma loans at estimated fair value upon the acquisition dates of February 6, 2009 and August 20, 2010, respectively. Such fair values were recognized for individual loans, although small balance homogenous loans were pooled for valuation purposes. The valuation discounts recorded for purchased loans included Management's assessment of the risk of principal loss under economic and borrower conditions prevailing on the date of purchase. Any deterioration in such conditions or reassessment by Management could require additional loss recognition through a provision for loan losses. The purchased County loans are "covered" by loss-sharing agreements the Company entered with the FDIC which mitigates any additional losses during the term of the agreements.

In Management's judgment, the overall borrower and economic conditions have been relatively stable for the purchased County loans. However, a provision for loan losses of \$987 thousand, net of FDIC indemnification, was recorded for County loans in 2011. Management believes the overall borrower and economic conditions have been relatively stable for the purchased Sonoma loans; no provision for loan losses was recorded for Sonoma loans in 2011. Management regularly evaluates the acquisition date fair value discounts and, in its judgment, believes the fair value discounts remaining at December 31, 2011 represent appropriate loss estimates inherent in the purchased loans. However, no assurance can be given that future provisions for loan losses related to purchased loans will not be necessary.

In 2011, the provision for loan losses was \$11.2 million, compared to \$11.2 million for 2010 and \$10.5 million for 2009. The provision reflects Management's assessment of credit risk in the loan portfolio for each of the periods presented. For further

information regarding credit risk, the FDIC loss-sharing agreements, net credit losses and the allowance for loan losses, see the “Loan Portfolio Credit Risk” and “Allowance for Credit Losses” sections of this report.

Noninterest Income

Components of Noninterest Income

Years Ended December 31,

(In thousands)

	2011	2010	2009
Service charges on deposit accounts.....	\$29,523	\$33,517	\$36,392
Merchant processing services.....	9,436	9,057	9,068
Debit card fees.....	4,956	4,888	4,875
ATM processing fees.....	3,815	3,848	3,693
Other service charges.....	2,827	2,768	2,200
Trust fees.....	1,887	1,705	1,429
Check sale income.....	844	893	887
Safe deposit rental.....	695	678	697
Financial services commissions.....	423	747	583
Gain on acquisition.....	—	178	48,844
Other noninterest income.....	5,691	3,175	3,343
Total.....	<u>\$60,097</u>	<u>\$61,454</u>	<u>\$112,011</u>

In 2011, noninterest income decreased \$1.4 million or 2.2% compared with 2010. Service charges on deposits decreased \$4.0 million due to declines in fees charged on overdrawn accounts and insufficient funds (down \$3.3 million) and deficit fees charged on analyzed accounts (down \$580 thousand). Financial services commissions decreased \$324 thousand due to lower sales of mutual funds and annuities. Merchant processing services income increased \$379 thousand mainly due to higher transaction volumes. Trust fees increased \$182 thousand due to increased accounts.

In 2010 noninterest income decreased \$50.6 million compared with 2009 primarily due to the \$48.8 million gain on acquisition of County in 2009. Service charges on deposits decreased \$2.9 million or 7.9% due to declines in fees charged on overdrawn and insufficient accounts (down \$2.4 million) and deficit fees charged on analyzed accounts (down \$839 thousand), partially offset by service fees charged on checking accounts (up \$373 thousand). New regulations over overdraft fees were adopted July 1, 2010 and limited the Bank’s ability to assess overdraft fees. Other categories of fees partially offset the decline in noninterest income. Other service fees increased \$568 thousand or 25.8% mainly due to increases in check cashing fees, internet banking fees and foreign currency commissions. Trust fees increased \$276 thousand or 19.3% mostly due to new trust assets. Financial service commissions increased \$164 thousand or 28.1%. ATM fees and interchange income was higher by \$155 thousand or 4.2% due to increased transaction volumes.

Noninterest Expense

Components of Noninterest Expense

Years Ended December 31, (Dollars in thousands)	2011	2010	2009
Salaries and related benefits.....	\$58,501	\$61,748	\$65,391
Occupancy	16,209	15,633	18,748
Outsourced data processing services.....	8,844	8,957	9,000
Amortization of intangible assets.....	5,975	6,333	6,697
Professional fees	4,802	3,376	3,583
Equipment.....	3,837	4,325	5,859
Deposit insurance assessments.....	3,440	5,168	6,260
Courier service.....	3,342	3,495	3,808
Other Real Estate Owned.....	2,458	895	616
Loan expenses.....	2,104	1,639	2,031
Settlements.....	2,100	43	158
Telephone.....	1,705	1,590	1,977
Postage.....	1,467	1,540	2,110
Stationery and supplies	1,259	1,285	1,555
Operational losses.....	1,051	828	953
Advertising and public relations	704	880	995
Other	9,880	9,412	11,035
Total	<u>\$127,678</u>	<u>\$127,147</u>	<u>\$140,776</u>

Noninterest expense increased \$531 thousand or 0.4% in 2011 compared with 2010. The 2011 results included \$2.1 million in litigation settlement accruals and \$679 thousand related to pre-integration costs for the acquired Sonoma, primarily outsourced data processing and personnel costs. Sonoma operations were fully integrated in February 2011. Expenses related to other real estate owned were \$1.6 million higher in 2011 due to recognition of declines in value and payment of delinquent property taxes on real estate repossessed during the period. Professional fees increased \$1.4 million due to higher legal fees. Occupancy expense increased \$576 thousand primarily due to increased rental of bank premises. Loan expense increased \$465 thousand primarily due to increases in foreclosure expense, appraisal fees and waived fees on foreclosed loans. Operational losses increased \$223 thousand due to increased fraudulent deposit account and debit card activity and branch robberies. Salaries and related benefits decreased \$3.2 million primarily due to a reduction in regular salaries, decreases in incentives, bonuses and other benefits, partially offset by higher group health insurance costs. Deposit insurance assessments declined \$1.7 million due to new assessment rules effective April 1, 2011. Equipment expense declined \$488 thousand primarily due to lower depreciation and repairs and maintenance expenses. Amortization of identifiable intangible assets declined \$358 thousand as intangible assets are amortized on a declining balance method. Advertising and public relations expense decreased \$176 thousand.

In 2010 noninterest expense decreased \$13.6 million or 9.7% compared with 2009 primarily due to lower personnel, occupancy and equipment expenses resulting from the systems integrations and branch consolidations following the County acquisition and lower FDIC insurance assessments. Salaries and related benefits decreased \$3.6 million or 5.6% primarily due to a reduction in salaries, incentives and workers compensation expense, partially offset by higher payroll taxes and group health insurance costs, annual merit increases and higher stock based compensation. Occupancy and equipment expenses decreased \$3.1 million or 16.6% and \$1.5 million or 26.2%, respectively, mainly due to branch and administrative office consolidations. FDIC insurance assessments decreased \$1.1 million or 17.4% mostly due to a non-routine assessment charged in 2009. Amortization of intangibles declined \$364 thousand or 5.4% as intangible assets are amortized on a declining balance method. Loan expense decreased \$392 thousand or 19.3% generally because 2009 included servicing fees on factoring receivables acquired from County; such factoring receivables were fully liquidated in April 2009. Offsetting the decline were higher credit report expenses. Telephone expense declined \$387 thousand or 19.6% mainly due to branch and administrative office consolidations. Professional fees declined \$207 thousand or 5.8% mainly because 2009 included County related accounting and consulting fees. Postage also decreased \$570 thousand or 27.0% primarily because 2009 included County related expense. Other categories which decreased from 2009 were courier service expense (down \$313 thousand or 8.2%), stationery and supplies expense (down \$270 thousand or 17.4%), operational losses (down \$125 thousand or 13.1%) and advertising/public relations expense (down \$115 thousand or 11.6%). Offsetting the decreases in noninterest expense was OREO expense which increased \$279 thousand or 45.3% mostly due to additional writedowns of foreclosed assets and higher levels of expenses due to higher volumes of foreclosed loan collateral.

Provision for Income Tax

In 2011, the Company recorded income tax provision (FTE) of \$52.2 million compared with \$55.2 million for 2010. The 2011 provision represents an effective tax rate (FTE) of 37.3%, compared with 36.9% for 2010.

The income tax provision (FTE) was \$55.2 million in 2010 compared with \$77.5 million in 2009. The 2010 effective tax rate (FTE) was 36.9% compared to 38.2% in 2009. The lower effective tax rate (FTE) in 2010 is primarily attributable to tax-exempt interest income representing a higher proportion of pre-tax income and increased limited partnership tax credits.

Investment Portfolio

The Company maintains a securities portfolio consisting of securities issued by U.S. Government sponsored entities, state and political subdivisions, corporations and asset-backed and other securities. Investment securities are held in safekeeping by an independent custodian.

Investment securities assigned to the available for sale portfolio are generally used to supplement the Company's liquidity, provide a prudent yield, and provide collateral for public deposits and other borrowing facilities. Unrealized net gains and losses on available for sale securities are recorded as an adjustment to equity, net of taxes, but are not reflected in the current earnings of the Company. If Management determines depreciation in any available for sale security is "other than temporary," a securities loss will be recognized as a charge to earnings. If a security is sold, any gain or loss is reflected in current earnings and the equity adjustment is reversed. At December 31, 2011, the Company held \$638.8 million in securities classified as investments available for sale with a duration of 4.6 years. At December 31, 2011, an unrealized gain, net of taxes, of \$11.6 million related to these securities was included in shareholders' equity.

Securities assigned to the held to maturity portfolio earn a prudent yield, provide liquidity from maturities and paydowns, and provide collateral to pledge for federal, state and local government deposits and other borrowing facilities. At December 31, 2011, the held to maturity investment portfolio had a duration of 3.5 years and included \$892.5 million in fixed-rate and \$30.3 million in adjustable-rate securities. If Management determines depreciation in any held to maturity security is "other than temporary," a securities loss will be recognized as a charge to earnings. The Company had no trading securities at December 31, 2011. For more information on investment securities, see the notes accompanying the consolidated financial statements.

The following table shows the fair value carrying amount of the Company's investment securities available for sale as of the dates indicated:

Available for Sale Portfolio

At December 31, (In thousands)	2011	2010	2009
U.S. Treasury securities	\$3,596	\$3,542	\$2,987
Securities of U.S. Government sponsored entities	117,472	172,877	21,041
Residential mortgage backed securities	90,408	109,829	146,005
Commercial mortgage backed securities.....	4,530	5,065	—
Obligations of States and political subdivisions.....	246,093	261,133	158,193
Residential collateralized mortgage obligations.....	51,164	25,603	41,410
Asset-backed securities	7,306	8,286	8,339
FHLMC and FNMA stock	1,847	655	1,573
Corporate securities.....	112,199	79,191	—
Other securities	4,138	5,303	4,660
Total	<u>\$638,753</u>	<u>\$671,484</u>	<u>\$384,208</u>

The following table sets forth the relative maturities and contractual yields of the Company's available for sale securities (stated at fair value) at December 31, 2011. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

Available for Sale Maturity Distribution

At December 31, 2011 (Dollars in thousands)	Within one year	After one but within five years	After five but within ten years	After ten years	Mortgage- backed	Other	Total
U.S. Treasury securities	\$—	\$3,596	\$—	\$—	\$—	\$—	\$3,596
Interest rate	—%	1.03%	—%	—%	—%	—%	1.03%
U.S. Government sponsored entities	10,292	99,253	7,927	—	—	—	117,472
Interest rate	0.68%	1.63%	2.13%	—	—	—	1.58%
States and political subdivisions ...	14,160	45,413	52,991	133,529	—	—	246,093
Interest rate (FTE)	6.03%	6.18%	5.98%	6.10%	—	—	6.08%
Asset-backed securities	—	—	—	7,306	—	—	7,306
Interest rate	—	—	—	0.65%	—	—	0.65%
Corporate securities	13,516	98,683	—	—	—	—	112,199
Interest rate	0.82%	2.27%	—	—	—	—	2.10%
Subtotal	37,968	246,945	60,918	140,835	—	—	486,666
Interest rate	2.73%	2.71%	5.48%	5.82%	—	—	3.96%
Mortgage backed securities and residential collateralized mortgage obligations	—	—	—	—	146,102	—	146,102
Interest rate	—	—	—	—	3.89%	—	3.89%
Other without set maturities	—	—	—	—	—	5,985	5,985
Interest rate	—	—	—	—	—	4.87%	4.87%
Total	\$37,968	\$246,945	\$60,918	\$140,835	\$146,102	\$5,985	\$638,753
Interest rate	2.73%	2.71%	5.48%	5.82%	3.89%	4.87%	3.95%

The following table shows the carrying amount (amortized cost) and fair value of the Company's investment securities held to maturity as of the dates indicated:

Held to Maturity Portfolio

At December 31, (In thousands)	2011	2010	2009
Residential mortgage backed securities	\$54,869	\$40,531	\$61,893
Obligations of States and political subdivisions	625,390	455,372	516,596
Residential collateralized mortgage obligations	242,544	84,825	148,446
Total	\$922,803	\$580,728	\$726,935
Fair value	\$947,493	\$594,711	\$736,270

The following table sets forth the relative maturities and contractual yields of the Company's held to maturity securities at December 31, 2011. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

Held to Maturity Maturity Distribution

At December 31, 2011, (Dollars in thousands)	Within One year	After one but within five years	After five but within ten years	After ten years	Mortgage- backed	Total
States and political subdivisions	\$12,056	\$158,438	\$307,504	\$147,392	\$—	\$625,390
Interest rate (FTE)	5.09%	5.69%	5.88%	5.30%	—	5.61%
Mortgage backed securities and residential collateralized mortgage obligations	—	—	—	—	297,413	297,413
Interest rate	—	—	—	—	2.84%	2.84%
Total	\$12,056	\$158,438	\$307,504	\$147,392	\$297,413	\$922,803
Interest rate	5.09%	5.69%	5.88%	5.30%	2.84%	4.72%

Loan Portfolio

For management purposes, the Company segregates its loan portfolio into three segments. Loans originated by the Company following its loan underwriting policies and procedures are separated from purchased loans. Former County Bank loans purchased from the FDIC with loss-sharing agreements are segregated as are former Sonoma Valley Bank loans purchased from the FDIC.

The following table shows the composition of the loan portfolio of the Company by type of loan and type of borrower, on the dates indicated:

Originated Loan Portfolio Distribution

At December 31, (In thousands)	2011	2010	2009	2008	2007
Commercial	\$398,446	\$474,183	\$498,594	\$524,786	\$532,650
Commercial real estate	704,655	757,140	801,008	817,423	856,581
Real estate construction	14,580	26,145	32,156	52,664	97,464
Real estate residential	271,111	310,196	371,197	458,447	484,549
Consumer	473,815	461,877	498,133	529,106	531,732
Total loans	\$1,862,607	\$2,029,541	\$2,201,088	\$2,382,426	\$2,502,976

Purchased Covered Loan Portfolio Distribution

At December 31, (In thousands)	2011	2010	2009
Commercial	\$99,538	\$168,985	\$253,349
Commercial real estate	331,807	390,682	445,440
Real estate construction	13,876	28,380	40,460
Real estate residential	12,492	18,374	18,521
Consumer	77,565	86,551	97,531
Total loans	\$535,278	\$692,972	\$855,301

Purchased Non-covered Loan Portfolio Distribution

At December 31, (In thousands)	2011	2010
Commercial	\$15,378	\$15,420
Commercial real estate	78,034	122,888
Real estate construction	5,981	21,620
Real estate residential	3,124	7,055
Consumer	23,404	32,588
Total loans	\$125,921	\$199,571

The following table shows the maturity distribution and interest rate sensitivity of commercial, commercial real estate, and construction loans at December 31, 2011. Balances exclude residential real estate loans and consumer loans totaling \$861.5 million. These types of loans are typically paid in monthly installments over a number of years.

Loan Maturity Distribution

At December 31, 2011 (In thousands)	Within One Year	One to Five Years	After Five Years	Total
Commercial and commercial real estate *	\$619,716	\$760,411	\$247,731	\$1,627,858
Real estate construction	34,437	—	—	34,437
Total	\$654,153	\$760,411	\$247,731	\$1,662,295
Loans with fixed interest rates	\$259,229	\$248,706	\$104,939	\$612,874
Loans with floating or adjustable interest rates	394,924	511,705	142,792	1,049,421
Total	\$654,153	\$760,411	\$247,731	\$1,662,295

* Includes demand loans

Commitments and Letters of Credit

The Company issues formal commitments on lines of credit to well-established and financially responsible commercial enterprises. Such commitments can be either secured or unsecured and are typically in the form of revolving lines of credit for seasonal working capital needs. Occasionally, such commitments are in the form of letters of credit to facilitate the customers' particular business transactions. Commitment fees are generally charged for commitments and letters of credit. Commitments on lines of credit and letters of credit typically mature within one year. For further information, see the accompanying notes to the consolidated financial statements.

Loan Portfolio Credit Risk

The risk that loan customers do not repay loans extended by the Bank is the most significant risk to the Company. The Company closely monitors the markets in which it conducts its lending operations and follows a strategy to control exposure to loans with high credit risk. The Bank's organization structure separates the functions of business development and loan underwriting; Management believes this segregation of duties avoids inherent conflicts of combining business development and loan approval functions. In measuring and managing credit risk, the Company adheres to the following practices.

- The Bank maintains a Loan Review Department which reports directly to the Board of Directors. The Loan Review Department performs independent evaluations of loans and assigns credit risk grades to evaluated loans using grading standards employed by bank regulatory agencies. Those loans judged to carry higher risk attributes are referred to as "classified loans." Classified loans receive elevated management attention to maximize collection.
- The Bank maintains two loan administration offices whose sole responsibility is to manage and collect classified loans.

Classified loans with higher levels of credit risk are further designated as "nonaccrual loans." Management places classified loans on nonaccrual status when full collection of contractual interest and principal payments is in doubt. Interest previously accrued on loans placed on nonaccrual status is charged against interest income, net of estimated FDIC reimbursements under loss-sharing agreements. The Company does not accrue interest income on nonaccrual loans. Interest payments received on nonaccrual loans are applied to reduce the carrying amount of the loan unless the carrying amount is well secured by loan collateral or covered by FDIC loss-sharing agreements. "Nonperforming assets" include nonaccrual loans, loans 90 or more days past due and still accruing, and repossessed loan collateral.

Management believes the overall credit quality of the loan portfolio is reasonably stable; however, classified and nonperforming assets could fluctuate from period to period. The performance of any individual loan can be affected by external factors such as the interest rate environment, economic conditions, and collateral values or factors particular to the borrower. No assurance can be given that additional increases in nonaccrual and delinquent loans will not occur in the future.

On February 6, 2009, the Bank purchased loans and repossessed loan collateral of the former County Bank from the FDIC. This purchase transaction included loss-sharing agreements with the FDIC wherein the FDIC and the Bank share losses on the purchased assets. The loss-sharing agreements significantly reduce the credit risk of these purchased assets. In evaluating credit risk, Management separates the Bank's total loan portfolio between those loans qualifying under the FDIC loss-sharing

agreements (referred to as “purchased covered loans”) and loans not qualifying under the FDIC loss-sharing agreements (referred to as “purchased non-covered loans” and “originated loans”). At December 31, 2011, purchased covered loans totaled \$535 million, or 21 percent of total loans, originated loans totaled \$1.9 billion, or 74 percent and purchased non-covered loans totaled \$126 million, or 5 percent of total loans.

Purchased covered loans and repossessed loan collateral qualify under loss-sharing agreements with the FDIC. Under the terms of the loss-sharing agreements, the FDIC absorbs 80 percent of losses and shares in 80 percent of loss recoveries on the first \$269 million in losses on purchased covered assets (“First Tier”), and absorbs 95 percent of losses and shares in 95 percent of loss recoveries if losses on purchased covered assets exceed \$269 million (“Second Tier”). The loss-sharing agreement on covered residential real estate assets expires February 6, 2019 and the loss-sharing agreement on covered non-residential assets expires February 6, 2014 as to losses and February 6, 2017 as to loss recoveries.

The purchased covered assets are primarily located in the California Central Valley, including Merced County. This geographic area currently has some of the weakest economic conditions within California and has experienced significant declines in real estate values. Management expects higher loss rates on purchased covered assets than on originated assets.

The Bank recorded purchased covered assets at estimated fair value on the February 6, 2009 acquisition date. The credit risk discount ascribed to the \$1.2 billion acquired loan and repossessed loan collateral portfolio was \$161 million representing estimated losses inherent in the assets at the acquisition date. The Bank also recorded a related receivable from the FDIC in the amount of \$129 million representing estimated FDIC reimbursements under the loss-sharing agreements.

The maximum risk to future earnings if First Tier losses exceed Management’s estimated \$161 million in recognized losses under the FDIC loss-sharing agreements is estimated to be \$12 million as follows (Dollars in thousands):

First Tier Loss Coverage	\$269,000
Less: Recognized credit risk discount	<u>161,203</u>
Exposure to under-estimated risk within First Tier	107,797
Bank loss-sharing percentage	<u>20 percent</u>
First Tier risk to Bank, pre-tax	<u>\$21,559</u>
First Tier risk to Bank, after-tax	<u>\$12,494</u>

Management has judged the likelihood of experiencing losses of a magnitude to trigger Second Tier FDIC reimbursement as remote. The Bank’s maximum after-tax exposure to Second Tier losses is \$13 million as of December 31, 2011, which would be realized only if all purchased covered assets at December 31, 2011 generated no future cash flows.

Purchased covered assets have declined since the acquisition date, and losses have been offset against the estimated credit risk discount. Purchased covered assets totaled \$554 million at December 31, 2011, net of a credit risk discount of \$46 million, compared to \$715 million at December 31, 2010, net of a credit risk discount of \$62 million. Purchased covered assets are evaluated for risk classification without regard to FDIC indemnification such that Management can identify purchased covered assets with potential payment problems and devote appropriate credit administration practices to maximize collections. Classified purchased covered assets without regard to FDIC indemnification totaled \$168 million and \$195 million at December 31, 2011 and December 31, 2010, respectively. FDIC indemnification limits the Company’s loss exposure to covered classified assets.

Allowance for Credit Losses

The Company’s allowance for credit losses represents Management’s estimate of credit losses inherent in the loan portfolio. In evaluating credit risk for loans, Management measures loss potential of the carrying value of loans. As described above, payments received on nonaccrual loans may be applied against the principal balance of the loans until such time as full collection of the remaining recorded balance is expected. Further, the carrying value of purchased loans includes fair value discounts assigned at the time of purchase under the provisions of FASB ASC 805, Business Combinations, and FASB ASC 310-30, Loans or Debt Securities with Deteriorated Credit Quality. The allowance for credit losses represents Management’s estimate of credit losses in excess of these principal reductions.

The following table summarizes the allowance for credit losses, chargeoffs and recoveries of the Company for the periods indicated:

Year ended December 31, (Dollars in thousands)	2011	2010	2009	2008	2007
Analysis of the Allowance for Credit Losses					
Balance, beginning of period	\$38,329	\$43,736	\$47,563	\$55,799	\$59,023
Provision for loan losses	11,200	11,200	10,500	2,700	700
Provision for unfunded credit commitments....	—	—	(400)	(200)	(400)
Loans charged off:					
Commercial	(8,280)	(6,844)	(6,066)	(1,262)	(1,648)
Commercial real estate.....	(1,332)	(1,256)	—	(34)	—
Real estate construction	(2,167)	(1,668)	(1,333)	(5,348)	—
Real estate residential	(739)	(1,686)	(506)	(131)	—
Consumer	(6,754)	(8,814)	(9,362)	(5,638)	(4,033)
Purchased covered loans	(987)	—	—	—	—
Total chargeoffs	(20,259)	(20,268)	(17,267)	(12,413)	(5,681)
Recoveries of loans previously charged off:					
Commercial	3,129	948	490	331	1,060
Commercial real estate.....	—	4	—	—	—
Real estate construction	1	—	664	—	—
Real estate residential	—	—	—	—	—
Consumer	2,890	2,709	2,186	1,346	1,097
Total recoveries	6,020	3,661	3,340	1,677	2,157
Net loan losses	(14,239)	(16,607)	(13,927)	(10,736)	(3,524)
Balance, end of period	\$35,290	\$38,329	\$43,736	\$47,563	\$55,799
Components:					
Allowance for loan losses	\$32,597	\$35,636	\$41,043	\$44,470	\$52,506
Reserve for unfunded credit commitments	2,693	2,693	2,693	3,093	3,293
Allowance for credit losses.....	\$35,290	\$38,329	\$43,736	\$47,563	\$55,799

The Company's allowance for credit losses is maintained at a level considered appropriate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall credit loss experience, the amount of past due, nonperforming loans and classified loans, FDIC loss-sharing indemnification, recommendations of regulatory authorities, prevailing economic conditions and other factors. A portion of the allowance is specifically allocated to impaired loans whose full collectability is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. A second allocation is based in part on quantitative analyses of historical credit loss experience, in which criticized and classified credit balances identified through an independent internal credit review process are analyzed using a linear regression model to determine standard loss rates. The results of this analysis are applied to current criticized and classified loan balances to allocate the allowance to the respective segments of the loan portfolio. In addition, loans with similar characteristics not usually criticized using regulatory guidelines are analyzed based on the historical loss rates and delinquency trends, grouped by the number of days the payments on these loans are delinquent. Given currently weak economic conditions, Management is applying further analysis to consumer loans. Current levels of indirect automobile loan losses are compared to initial allowance allocations and, based on Management judgment, additional allocations are applied, if needed, to estimate losses. For residential real estate loans, Management is comparing ultimate loss rates on foreclosed residential real estate properties and applying such loss rates to nonaccrual residential real estate loans. Based on this analysis, Management exercises judgment in allocating additional allowance if deemed appropriate to estimate losses on residential real estate loans. Last, allocations are made to non-criticized and non-classified commercial and commercial real estate loans based on historical loss rates and other statistical data.

The remainder of the allowance is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. It addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in loan chargeoff history (external factors). The external factors evaluated by the Company include: economic and business conditions, external competitive issues, and other factors. Also included in the unallocated allowance is the risk of losses attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company include: loan review system, adequacy of lending Management and staff, loan policies and procedures, problem loan

trends, concentrations of credit, and other factors. By their nature, these risks are not readily allocable to any specific loan category in a statistically meaningful manner and are difficult to quantify with a specific number. Management assigns a range of estimated risk to the qualitative risk factors described above based on Management's judgment as to the level of risk, and assigns a quantitative risk factor from the range of loss estimates to determine the appropriate level of the unallocated portion of the allowance. Management considers the \$35.3 million allowance for credit losses to be adequate as a reserve against credit losses inherent in the loan portfolio as of December 31, 2011.

See Note 4 to the consolidated financial statements for additional information related to the allowance for credit losses.

Impaired Loans

The Company considers a loan to be impaired when, based on current information and events, it is probable that it will be unable to collect all amounts due (principal and interest) according to the contractual terms of the loan agreement. The measurement of impairment may be based on (i) the present value of the expected cash flows of the impaired loan discounted at the loan's original effective interest rate, (ii) the observable market price of the impaired loan or (iii) the fair value of the collateral of a collateral-dependent loan. The Company does not apply this definition to smaller-balance loans that are collectively evaluated for credit risk. In assessing impairment, the Company reviews all nonaccrual commercial and construction loans with outstanding principal balances in excess of \$1 million. Nonaccrual commercial and construction loans with outstanding principal balances less than \$1 million, and large groups of smaller-balance homogeneous loans such as installment, personal revolving credit and residential real estate loans, are evaluated collectively for impairment under the Company's standard loan loss reserve methodology.

Impaired purchased loans were recorded at estimated fair value on the acquisition date.

The following summarizes the Company's recorded investment in impaired originated loans for the dates indicated:

At December 31, (In thousands)	2011	2010
Total impaired loans.....	\$4,525	\$12,748
Specific reserves	<u>\$2,023</u>	<u>\$1,365</u>

At December 31, 2011 and 2010, the Company measured impairment using the fair value of loan collateral. The average balance of the Company's impaired originated loans for the year ended December 31, 2011 was \$4.1 million compared with \$2.5 million in 2010. All impaired loans are on nonaccrual status. See Note 4 to the consolidated financial statements for additional information related to the impaired loans.

Asset/Liability and Market Risk Management

Interest rate risk is a significant market risk affecting the Company. Interest rate risk results from many factors. Assets and liabilities may mature or reprice at different times. Assets and liabilities may reprice at the same time but by different amounts. Short-term and long-term market interest rates may change by different amounts. The timing and amount of cash flows of various assets or liabilities may shorten or lengthen as interest rates change. In addition, interest rates may have an impact on loan demand, demand for various deposit products, credit losses, and other elements of earnings such as account analysis fees on commercial deposit accounts and correspondent bank service charges.

In adjusting the Company's asset/liability position, Management attempts to manage interest rate risk while enhancing the net interest margin and net interest income. At times, depending on expected increases or decreases in general interest rates, the relationship between long and short term interest rates, market conditions and competitive factors, Management may adjust the Company's interest rate risk position in order to manage its net interest margin and net interest income. The Company's results of operations and net portfolio values remain subject to changes in interest rates and to fluctuations in the difference between long and short term interest rates.

The Company's asset and liability position ranged from "neutral" to slightly "asset sensitive" at December 31, 2011, depending on the interest rate assumptions applied to the simulation model employed by Management to measure interest rate risk. A "neutral" position results in similar amounts of change in interest income and interest expense resulting from application of assumed interest rate changes. An "asset sensitive" position results in a larger change in interest income than in interest expense resulting from application of assumed interest rate changes. Management's simulation modeling is currently biased toward rising

interest rates. Management continues to monitor the interest rate environment as well as economic conditions and other factors it deems relevant in managing the Company's exposure to interest rate risk.

Management assesses interest rate risk by comparing the Company's most likely earnings plan with various earnings models using many interest rate scenarios that differ in the direction of interest rate changes, the degree of change over time, the speed of change and the projected shape of the yield curve. For example, using the current composition of the Company's balance sheet and assuming an increase of 100 basis points ("bp") in the federal funds rate and an increase of 60 bp in the 10 year Constant Maturity Treasury Bond yield during the same period, earnings are not estimated to change by a meaningful amount compared to the Company's most likely net income plan for the twelve months ending December 31, 2012. Simulation estimates depend on, and will change with, the size and mix of the actual and projected balance sheet at the time of each simulation. In the current operating environment, Management's objective is to maintain a "neutral" to slightly "asset sensitive" interest rate risk position. The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

Market Risk - Equity Markets

Equity price risk can affect the Company. As an example, any preferred or common stock holdings, as permitted by banking regulations, can fluctuate in value. Management regularly assesses the extent and duration of any declines in market value, the causes of such declines, the likelihood of a recovery in market value, and its intent to hold securities until a recovery in value occurs. Declines in value of preferred or common stock holdings that are deemed "other than temporary" could result in loss recognition in the Company's income statement.

Fluctuations in the Company's common stock price can impact the Company's financial results in several ways. First, the Company has regularly repurchased and retired its common stock; the market price paid to retire the Company's common stock can affect the level of the Company's shareholders' equity, cash flows and shares outstanding for purposes of computing earnings per share. Second, the Company's common stock price impacts the number of dilutive equivalent shares used to compute diluted earnings per share. Third, fluctuations in the Company's common stock price can motivate holders of options to purchase Company common stock through the exercise of such options thereby increasing the number of shares outstanding. Finally, the amount of compensation expense associated with share based compensation fluctuates with changes in and the volatility of the Company's common stock price.

Market Risk - Other

Market values of loan collateral can directly impact the level of loan chargeoffs and the provision for loan losses. Other types of market risk, such as foreign currency exchange risk and commodity price risk, are not significant in the normal course of the Company's business activities.

Liquidity and Funding

The Company's routine sources of liquidity are operating earnings, investment securities, consumer and other loans, deposits, and other borrowed funds. In 2011, the Company's operating activities generated \$120 million in liquidity providing funds to pay common shareholders \$42 million in dividends, fund \$61 million in stock repurchases and redeem \$10 million in subordinated debt. During 2010, the Company's operating activities generated \$115 million in liquidity providing adequate funds to pay common shareholders \$42 million in dividends and fund \$29 million in stock repurchases. In 2011, investment securities provided \$430 million in liquidity from sales, paydowns and maturities, and loans provided \$342 million in liquidity from scheduled payments and maturities, net of loan fundings. Additionally, deposit growth increased cash \$118 million. In 2011, liquidity provided funds to purchase securities of \$733 million and to reduce short-term borrowings by \$17 million and redeem a \$10 million subordinated debt. In 2010, loans provided \$299 million in liquidity from scheduled payments, paydowns and maturities, net of loan fundings. The Company purchased \$483 million in investment securities using \$131 million in cash and \$352 million from paydowns and maturities of investment securities. The Company primarily purchased securities of U.S. Government sponsored entities, obligations of states and political subdivisions, and corporate securities to offset decreases in residential mortgage backed securities and residential collateralized mortgage obligations. Other sources of cash from investing activities include net cash of \$58 million from an acquisition, proceeds of \$41 million under FDIC loss-sharing agreements and proceeds of \$32 million from sale of foreclosed assets. Cash was applied to reduce short term borrowings by \$206 million and to meet a net reduction in deposits totaling \$177 million.

At December 31, 2011, the Company's assets included \$530 million in cash and amounts due from other banks from daily transaction settlements. The Bank maintains cash balances for its branches of approximately \$50 million to meet the routine needs of its customers. Further, the Bank must maintain approximately \$30 million at the Federal Reserve Bank (FRB) to meet its reserve requirement; this reserve requirement is reduced by cash held for branches. Excluding cash for branch needs and cash required at the FRB, cash and amounts due from other banks from daily transaction settlements of approximately \$450 million provided excess liquidity equivalent to eleven percent of total deposits.

The Company projects \$209 million in additional liquidity from investment security paydowns and maturities in the twelve months ending December 31, 2012. At December 31, 2011, indirect automobile loans totaled \$412 million, which were experiencing stable monthly principal payments of approximately \$16 million during the last three months of 2011.

The Company held \$1.6 billion in total investment securities at December 31, 2011. Under certain deposit, borrowing and other arrangements, the Company must pledge investment securities as collateral. At December 31, 2011, such collateral requirements totaled approximately \$904 million. At December 31, 2011, \$639 million of the Company's investment securities were classified as "available-for-sale", and as such, could provide additional liquidity if sold, subject to the Company's ability to meet continuing collateral requirements. In addition, at December 31, 2011, the Company had customary lines for overnight borrowings from other financial institutions in excess of \$700 million, under which \$-0- was outstanding. Additionally, the Company has access to borrowing from the Federal Reserve. The Company's short-term debt rating from Fitch Ratings is F1. The Company's long-term debt rating from Fitch Ratings is A with a stable outlook. Management expects the Company could access additional long-term debt financing if desired. In Management's judgment, the Company's liquidity position is strong and asset liquidations or additional long-term debt are considered unnecessary to meet the ongoing liquidity needs of the Company.

Management will monitor the Company's cash levels throughout 2012. Loan demand from credit-worthy borrowers will be dictated by economic and competitive conditions for the remainder of 2012. The Company aggressively solicits non-interest bearing demand deposits and money market checking deposits, which are the least sensitive to changes in interest rates. The growth of these deposit balances is subject to heightened competition, the success of the Company's sales efforts, delivery of superior customer service, new regulations and market conditions. The Company does not aggressively solicit higher-costing time deposits; as a result, Management anticipates such deposits will gradually decline. Changes in interest rates, most notably rising interest rates, could impact deposit volumes. Depending on economic conditions, interest rate levels, and a variety of other conditions, deposit growth may be used to fund loans, reduce borrowings or purchase investment securities. However, due to concerns such as uncertainty in the general economic environment, competition and political uncertainty, loan demand and levels of customer deposits are not certain. Shareholder dividends are expected to continue subject to the Board's discretion and continuing evaluation of capital levels, earnings, asset quality and other factors.

The Company performs liquidity stress tests on a periodic basis to evaluate the sustainability of its liquidity. Under the stress testing, the Company assumes outflows of funds increase beyond expected levels. Measurement of such heightened outflows considers the composition of the Company's deposit base, including any concentration of deposits, non-deposit funding such as short-term borrowings and Federal Home Loan Bank advances, and unfunded lending commitments. The Company evaluates its stock of highly liquid assets to meet the assumed higher levels of outflows. Highly liquid assets include cash and amounts due from other banks from daily transaction settlements, reduced by branch cash needs and FRB reserve requirement, and investment securities based on regulatory risk-weighting guidelines. Based on the results of the most recent liquidity stress test, Management is satisfied with the liquidity condition of the Bank and the Company. However, no assurance can be given the Bank or Company will not experience a period of reduced liquidity.

Westamerica Bancorporation ("Parent Company") is a separate entity and apart from Westamerica Bank ("Bank") and must provide for its own liquidity. In addition to its operating expenses, the Parent Company is responsible for the payment of dividends declared for its shareholders, and interest and principal on outstanding debt. Substantially all of the Parent Company's revenues are obtained from subsidiary dividends and service fees. Payment of dividends to the Parent Company by the Bank is limited under California and Federal laws. The Company believes that regulatory dividend restrictions will not have an impact on the Parent Company's ability to meet its ongoing cash obligations. During 2011, 2010 and 2009, the Bank declared dividends to the Company of \$107 million, \$69 million and \$93 million, respectively.

Contractual Obligations

The following table sets forth the known contractual obligations, except short-term borrowing arrangements and post retirement benefit plans, of the Company at December 31, 2011:

At December 31, 2011 (In thousands)	Within One Year	Over One to Three Years	Over Three to Five Years	After Five Years	Total
Long-Term Debt Obligations	\$—	\$15,000	\$—	\$—	\$15,000
Term Repurchase Agreement	—	10,000	—	—	10,000
Federal Home Loan Bank advances	—	5,072	20,951	—	26,023
Operating Lease Obligations	8,954	13,775	5,382	892	29,003
Purchase Obligations	8,382	16,764	16,764	—	41,910
Total.....	<u>\$17,336</u>	<u>\$60,611</u>	<u>\$43,097</u>	<u>\$892</u>	<u>\$121,936</u>

Long-term debt obligations and operating lease obligations may be retired prior to the contractual maturity as discussed in the notes to the consolidated financial statements. The purchase obligation consists of the Company's minimum liability under a contract with a third-party automation services provider.

Capital Resources

The Company has historically generated high levels of earnings, which provides a means of raising capital. The Company's net income as a percentage of average shareholders' equity ("return on equity" or "ROE") has been 25.8% in 2009, 18.1% in 2010 and 16.1% in 2011. The Company also raises capital as employees exercise stock options, which are awarded as a part of the Company's executive compensation programs to reinforce shareholders' interests in the Management of the Company. Capital raised through the exercise of stock options totaled \$9.6 million in 2009, \$16.7 million in 2010 and \$14.4 million in 2011.

The Company paid common dividends totaling \$41.1 million in 2009, \$42.1 million in 2010 and \$41.7 million in 2011, which represent dividends per common share of \$1.41, \$1.44 and \$1.45, respectively. In 2009, the Company was unable to, without the consent of the Treasury, to increase the cash dividend on the Company's common stock above \$0.35 per share, while the Treasury Preferred Stock was outstanding. This restriction was removed upon full redemption of the Treasury Preferred Stock on November 18, 2009. The Company's earnings have historically exceeded dividends paid to shareholders. The amount of earnings in excess of dividends gives the Company resources to finance growth and maintain appropriate levels of shareholders' equity. In the absence of profitable growth opportunities, the Company has repurchased and retired its common stock as another means to return earnings to shareholders. The Company repurchased and retired 42 thousand shares valued at \$2.0 million in 2009, 533 thousand shares valued at \$28.7 million in 2010, and 1.3 million shares valued at \$60.5 million in 2011. Share repurchases in most of 2009 were restricted to amounts conducted in coordination with employee benefit programs under the terms of the February 13, 2009 issuance of Treasury Preferred Stock until complete redemption of the same preferred stock on November 18, 2009.

The Company's primary capital resource is shareholders' equity, which increased \$13.4 million or 2.4% in 2011 from the previous year. For 2011, the Company earned \$87.9 million in net income, raised \$14.4 million from the issuance of stock in connection with exercises of employee stock options, paid \$41.7 million in common dividends, and repurchased \$60.5 million in common stock.

The Company's ratio of equity to total assets was 11.08% at December 31, 2011 and 11.06% at December 31, 2010.

The Company performs capital stress tests on a periodic basis to evaluate the sustainability of its capital. Under the stress testing, the Company assumes various scenarios such as deteriorating economic and operating conditions, unanticipated asset devaluations, and significant operational lapses. The Company measures the impact of these scenarios on its earnings and capital. Based on the results of the most recent stress tests, Management is satisfied with the capital condition of the Bank and the Company. However, no assurance can be given the Bank or Company will not experience a period of reduced earnings or a reduction in capital from unanticipated events and circumstances.

Capital to Risk-Adjusted Assets

The following summarizes the ratios of regulatory capital to risk-adjusted assets for the Company on the dates indicated:

At December 31,	2011	2010	Minimum Regulatory Requirement	Well Capitalized
Tier I Capital	14.54%	14.21%	4.00%	6.00%
Total Capital	15.83%	15.50%	8.00%	10.00%
Leverage ratio	8.38%	8.44%	4.00%	5.00%

The Company's risk-based capital ratios increased at December 31, 2011, compared with December 31, 2010, primarily due to a decline in risk-weighted assets.

The following summarizes the ratios of capital to risk-adjusted assets for the Bank on the dates indicated:

At December 31,	2011	2010	Minimum Regulatory Requirement	Well Capitalized
Tier I Capital	13.84%	13.87%	4.00%	6.00%
Total Capital	15.32%	15.33%	8.00%	10.00%
Leverage ratio	7.93%	8.19%	4.00%	5.00%

FDIC-covered assets are generally included in the 20% risk-weighted category due to loss sharing agreements, which expire on February 5, 2019 as to the residential real estate covered assets and on February 5, 2014 as to non-residential real estate covered assets. Subsequent to such dates, previously FDIC-indemnified assets will generally be included in the 100% risk-weight category.

The Company and the Bank intend to maintain regulatory capital in excess of the highest regulatory standard, referred to as "well capitalized". The Company and the Bank routinely project capital levels by analyzing forecasted earnings, credit quality, securities valuations, shareholder dividends, asset volumes, share repurchase activity, stock option exercise proceeds, and other factors. Based on current capital projections, the Company and the Bank expect to maintain regulatory capital levels exceeding the "well capitalized" standard and pay quarterly dividends to shareholders. No assurance can be given that changes in capital management plans will not occur.

Deposit categories

The Company primarily attracts deposits from local businesses and professionals, as well as through retail savings and checking accounts, and, to a more limited extent, certificates of deposit.

The following table summarizes the Company's average daily amount of deposits and the rates paid for the periods indicated:

Deposit Distribution and Average Rates Paid

Years Ended December 31, (Dollars in thousands)	2011			2010			2009		
	Average Balance	Percentage of Total Deposits	Rate	Average Balance	Percentage of Total Deposits	Rate	Average Balance	Percentage of Total Deposits	Rate
Noninterest bearing demand	\$1,496,362	35.9%	—%	\$1,412,702	35.3%	—%	\$1,354,534	33.3%	—%
Interest bearing:									
Transaction	713,754	17.1%	0.10%	682,278	17.1%	0.13%	696,638	17.1%	0.14%
Savings	1,112,364	26.7%	0.15%	994,604	24.9%	0.27%	951,457	23.4%	0.39%
Time less than \$100 thousand	313,548	7.5%	0.67%	358,096	8.9%	0.49%	458,117	11.3%	0.98%
Time \$100 thousand or more	535,866	12.8%	0.43%	550,810	13.8%	0.62%	607,642	14.9%	0.88%
Total	\$4,171,894	100.0%	0.25%	\$3,998,490	100.0%	0.34%	\$4,068,388	100.0%	0.54%

The Company's strategy includes building the value of its deposit base by building balances of lower-costing deposits and avoiding reliance on higher-costing time deposits. From 2010 to 2011 the deposit composition shifted from higher costing time deposits to lower costing checking and savings accounts. The Company's average checking and savings accounts represented 80% of total deposits in 2011 compared with 77% in 2010 and 74% in 2009.

Total time deposits were \$804.5 million and \$895.6 million at December 31, 2011 and 2010, respectively. The following table sets forth, by time remaining to maturity, the Company's total domestic time deposits. The Company has no foreign time deposits.

(In thousands)	December 31, 2011
2012	\$695,064
2013	45,467
2014	26,582
2015	21,065
2016	14,064
Thereafter	2,259
Total	<u>\$804,501</u>

The following sets forth, by time remaining to maturity, the Company's domestic time deposits in amounts of \$100 thousand or more:

Deposits Over \$100,000 Maturity Distribution

(In thousands)	December 31, 2011
Three months or less	\$314,112
Over three through six months	115,010
Over six through twelve months	63,067
Over twelve months	44,647
Total	<u>\$536,836</u>

Short-term Borrowings

The following table sets forth the short-term borrowings of the Company:

Short-Term Borrowings Distribution

(In thousands)	At December 31,		
	2011	2010	2009
Federal funds purchased	\$—	\$—	\$—
Other borrowed funds:			
Customer sweep accounts	114,777	105,237	109,332
Securities sold under repurchase agreements with customers	912	1,148	3,102
Line of credit	—	1,000	15,700
Total short term borrowings	<u>\$115,689</u>	<u>\$107,385</u>	<u>\$128,134</u>

Further detail of federal funds purchased and other borrowed funds is as follows:

Years Ended December 31, (Dollars in thousands)	2011	2010	2009
Federal funds purchased balances and rates paid on outstanding amount:			
Average balance for the year.....	\$96	\$—	\$107,732
Maximum month-end balance during the year.....	—	—	365,000
Average interest rate for the year	0.11%	—%	0.18%
Average interest rate at period end.....	—%	—%	—%
Sweep accounts balances and rates paid on outstanding amount:			
Average balance for the year.....	\$102,031	\$101,690	\$113,167
Maximum month-end balance during the year.....	114,777	116,179	124,557
Average interest rate for the year	0.15%	0.32%	0.41%
Average interest rate at period end.....	0.09%	0.22%	0.35%
FHLB advances balances and rates paid on outstanding amount:			
Average balance for the year.....	\$41,741	\$34,378	\$79,417
Maximum month-end balance during the year.....	61,619	72,016	84,044
Average interest rate for the year	1.25%	1.25%	1.25%
Average interest rate at period end.....	1.84%	1.15%	1.37%
Term repurchase agreement balances and rates paid on outstanding amount:			
Average balance for the year.....	\$3,945	\$94,842	\$90,344
Maximum month-end balance during the year.....	10,000	99,920	99,044
Average interest rate for the year	0.98%	1.61%	1.53%
Average interest rate at period end.....	0.97%	—%	1.55%
Securities sold under repurchase agreements balances and rates paid on outstanding amount:			
Average balance for the year.....	\$1,096	\$2,314	\$2,991
Maximum month-end balance during the year.....	1,194	3,380	3,567
Average interest rate for the year	0.21%	0.42%	0.61%
Average interest rate at period end.....	0.14%	0.35%	0.51%
Line of credit balances and rates paid on outstanding amount:			
Average balance for the year.....	\$1,933	\$3,817	\$2,071
Maximum month-end balance during the year.....	10,150	9,200	17,877
Average interest rate for the year	2.95%	3.42%	3.13%
Average interest rate at period end.....	—%	4.10%	2.99%

The term repurchase agreement balance declined from 2010 to 2011 because the \$100 million term repurchase agreement matured on December 15, 2010.

Financial Ratios

The following table shows key financial ratios for the periods indicated:

At and for the years ended December 31,	2011	2010	2009
Return on average total assets	1.78%	1.95%	2.39%
Return on average common shareholders' equity.....	16.14%	18.11%	25.84%
Average shareholders' equity as a percentage of:			
Average total assets	11.00%	10.76%	10.31%
Average total loans	19.90%	17.68%	16.25%
Average total deposits.....	13.05%	13.06%	12.89%
Common dividend payout ratio.....	47%	45%	34%

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

Credit risk and interest rate risk are the most significant market risks affecting the Company, and equity price risk can also affect the Company's financial results. These risks are described in the preceding sections regarding "Loan Portfolio Credit Risk," and "Asset/Liability and Market Risk Management." Other types of market risk, such as foreign currency exchange risk and commodity price risk, are not significant in the normal course of the Company's business activities.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Westamerica Bancorporation and subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2011. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2011 based upon criteria in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, Management determined that the Company's internal control over financial reporting was effective as of December 31, 2011 based on the criteria in Internal Control - Integrated Framework issued by COSO.

The Company's independent registered public accounting firm has issued an attestation report on Management's assessment of the Company's internal control over financial reporting. This report is included below.

Dated February 27, 2012

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Westamerica Bancorporation:

We have audited Westamerica Bancorporation and subsidiaries (the Company) internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 27, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
KPMG LLP

San Francisco, California
February 27, 2012

WESTAMERICA BANCORPORATION
CONSOLIDATED BALANCE SHEETS

	At December 31,	
	2011	2010
	(In thousands)	
Assets		
Cash and due from banks	\$530,045	\$338,793
Money market assets	—	392
Investment securities available for sale.....	638,753	671,484
Investment securities held to maturity, with fair values of \$947,493 at December 31, 2011 and \$594,711 at December 31, 2010.....	922,803	580,728
Purchased covered loans	535,278	692,972
Purchased non-covered loans	125,921	199,571
Originated loans	1,862,607	2,029,541
Allowance for loan losses	(32,597)	(35,636)
Total loans	2,491,209	2,886,448
Non-covered other real estate owned	26,500	13,620
Covered other real estate owned	19,135	21,791
Premises and equipment, net.....	36,548	36,278
Identifiable intangibles, net.....	28,629	34,604
Goodwill	121,673	121,673
Other assets	226,866	225,713
Total Assets	\$5,042,161	\$4,931,524
Liabilities		
Deposits:		
Noninterest bearing deposits	\$1,562,254	\$1,454,663
Interest bearing deposits.....	2,687,667	2,678,298
Total deposits	4,249,921	4,132,961
Short-term borrowed funds	115,689	107,385
Federal Home Loan Bank advances.....	26,023	61,698
Term repurchase agreement	10,000	—
Debt financing and notes payable	15,000	26,363
Other liabilities.....	66,887	57,830
Total Liabilities	4,483,520	4,386,237
Shareholders' Equity		
Common Stock (no par value), authorized - 150,000 shares		
Issued and outstanding – 28,150 at December 31, 2011 and 29,090 at December 31, 2010	377,775	378,885
Deferred compensation	3,060	2,724
Accumulated other comprehensive income.....	11,369	159
Retained earnings.....	166,437	163,519
Total Shareholders' Equity	558,641	545,287
Total Liabilities and Shareholders' Equity	\$5,042,161	\$4,931,524

See accompanying notes to the consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended December 31,		
	2011	2010	2009
(In thousands, except per share data)			
Interest and Fee Income			
Loans.....	\$160,673	\$177,224	\$189,801
Money market assets and funds sold.....	—	2	3
Investment securities available for sale.....	21,594	16,766	16,547
Investment securities held to maturity.....	25,712	27,163	35,598
Total Interest and Fee Income.....	207,979	221,155	241,949
Interest Expense			
Deposits.....	6,805	8,718	14,549
Short-term borrowed funds.....	216	463	751
Federal Home Loan Bank advances.....	520	437	1,010
Term repurchase agreement.....	39	1,528	1,381
Debt financing and notes payable.....	802	1,694	1,689
Total Interest Expense.....	8,382	12,840	19,380
Net Interest Income.....	199,597	208,315	222,569
Provision for Loan Losses.....	11,200	11,200	10,500
Net Interest Income After Provision for Loan Losses.....	188,397	197,115	212,069
Noninterest Income			
Service charges on deposit accounts.....	29,523	33,517	36,392
Merchant processing services.....	9,436	9,057	9,068
Debit card fees.....	4,956	4,888	4,875
ATM processing fees.....	3,815	3,848	3,693
Trust fees.....	1,887	1,705	1,429
Financial services commissions.....	423	747	583
Gain on acquisition.....	—	178	48,844
Other.....	10,057	7,514	7,127
Total Noninterest Income.....	60,097	61,454	112,011
Noninterest Expense			
Salaries and related benefits.....	58,501	61,748	65,391
Occupancy.....	16,209	15,633	18,748
Outsourced data processing services.....	8,844	8,957	9,000
Amortization of identifiable intangibles.....	5,975	6,333	6,697
Professional fees.....	4,802	3,376	3,583
Furniture and equipment.....	3,837	4,325	5,859
Deposit insurance assessments.....	3,440	5,168	6,260
Courier service.....	3,342	3,495	3,808
Other Real Estate Owned.....	2,458	895	616
Settlements.....	2,100	43	158
Other.....	18,170	17,174	20,656
Total Noninterest Expense.....	127,678	127,147	140,776
Income Before Income Taxes.....	120,816	131,422	183,304
Provision for income taxes.....	32,928	36,845	57,878
Net Income.....	87,888	94,577	125,426
Preferred stock dividends and discount accretion.....	—	—	3,963
Net Income Applicable to Common Equity.....	\$87,888	\$94,577	\$121,463
Average Common Shares Outstanding.....	28,628	29,166	29,105
Diluted Average Common Shares Outstanding.....	28,742	29,471	29,353
Per Common Share Data			
Basic earnings.....	\$3.07	\$3.24	\$4.17
Diluted earnings.....	3.06	3.21	4.14
Dividends paid.....	1.45	1.44	1.41

See accompanying notes to the consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME

	<i>Shares</i>	<i>Preferred Stock</i>	<i>Common Stock</i>	<i>Deferred Compensation</i>	<i>Accumulated Other Comprehensive Income (Loss)</i>	<i>Retained Earnings</i>	<i>Total</i>
	(In thousands)						
Balance, December 31, 2008	28,880	\$—	\$352,265	\$2,409	\$1,040	\$54,138	\$409,852
Comprehensive income							
Net income for the year 2009						125,426	125,426
Other comprehensive income, net of tax:							
Increase in net unrealized gains on securities available for sale					2,638		2,638
Post-retirement benefit transition obligation amortization					36		36
Total comprehensive income							128,100
Issuance of preferred stock and related warrants		82,519	1,207				83,726
Redemption of preferred stock		(83,726)					(83,726)
Preferred stock dividends and discount accretion		1,207				(3,963)	(2,756)
Exercise of stock options	361		9,610				9,610
Tax benefit increase upon exercise of stock options			2,188				2,188
Restricted stock activity	7		251	76			327
Stock based compensation			1,132				1,132
Stock awarded to employees	2		102				102
Purchase and retirement of stock	(42)		(508)			(1,538)	(2,046)
Dividends						(41,061)	(41,061)
Balance, December 31, 2009	29,208	—	366,247	2,485	3,714	133,002	505,448
Comprehensive income							
Net income for the year 2010						94,577	94,577
Other comprehensive income, net of tax:							
Decrease in net unrealized gains on securities available for sale					(3,591)		(3,591)
Post-retirement benefit transition obligation amortization					36		36
Total comprehensive income							91,022
Exercise of stock options	406		16,688				16,688
Tax benefit increase upon exercise of stock options			1,004				1,004
Restricted stock activity	7		194	239			433
Stock based compensation			1,380				1,380
Stock awarded to employees	2		125				125
Purchase and retirement of stock	(533)		(6,753)			(21,966)	(28,719)
Dividends						(42,094)	(42,094)
Balance, December 31, 2010	29,090	—	378,885	2,724	159	163,519	545,287
Comprehensive income							
Net income for the year 2011						87,888	87,888
Other comprehensive income, net of tax:							
Increase in net unrealized gains on securities available for sale					11,174		11,174
Post-retirement benefit transition obligation amortization					36		36
Total comprehensive income							99,098
Exercise of stock options	360		14,374				14,374
Tax benefit decrease upon exercise of stock options			(248)				(248)
Restricted stock activity	15		455	336			791
Stock based compensation			1,425				1,425
Stock awarded to employees	2		89				89
Purchase and retirement of stock	(1,317)		(17,205)			(43,300)	(60,505)
Dividends						(41,670)	(41,670)
Balance, December 31, 2011	28,150	\$—	\$377,775	\$3,060	\$11,369	\$166,437	\$558,641

See accompanying notes to the consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,		
	2011	2010	2009
	(In thousands)		
Operating Activities:			
Net income.....	\$87,888	\$94,577	\$125,426
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization/accretion.....	14,253	15,327	10,429
Loan loss provision.....	11,200	11,200	10,500
Net amortization of deferred loan (fees) cost.....	(434)	(100)	470
(Increase) decrease in interest income receivable.....	(172)	1,094	(1,900)
Decrease (increase) in deferred tax asset.....	2,094	(12,335)	17,176
Decrease in other assets.....	2,773	23,404	12,704
Stock option compensation expense.....	1,425	1,380	1,132
Tax benefit decrease (increase) upon exercise of stock options.....	248	(1,004)	(2,188)
Increase (decrease) in income taxes payable.....	2,074	(565)	2,316
(Decrease) increase in interest expense payable.....	(1,338)	17	(439)
Increase (decrease) in other liabilities.....	431	(16,767)	21,830
Gain on acquisition.....	—	(178)	(48,844)
Gain on sale of real estate and other assets.....	(1,200)	(211)	—
Net (gain) loss on sales/write-down of premises and equipment.....	(398)	(434)	40
Originations of mortgage loans for resale.....	(595)	(332)	(68)
Net proceeds from sale of mortgage loans originated for resale.....	616	344	70
Net write-down/(gain)loss on sale of foreclosed assets.....	1,528	(447)	375
Net Cash Provided By Operating Activities.....	120,393	114,970	149,029
Investing Activities:			
Net repayments of loans.....	341,515	299,432	447,277
Proceeds from FDIC* loss-sharing agreement.....	7,658	41,048	43,176
Net cash acquired from acquisition.....	—	57,895	44,397
Purchases of investment securities available for sale.....	(290,610)	(482,356)	(22,992)
Proceeds from sale/maturity/calls of securities available for sale.....	331,933	201,442	105,097
Purchases of investment securities held to maturity.....	(428,511)	—	(522)
Proceeds from maturity/calls of securities held to maturity.....	95,898	146,206	225,913
Purchases of premises and equipment.....	(3,309)	(1,448)	(14,179)
Proceeds from sale of premises and equipment.....	640	603	79
Purchases of FRB/FHLB** securities.....	(14,069)	—	—
Proceeds from sale of FRB/FHLB/FHLMC** securities.....	1,829	3,948	1,502
Proceeds from sale of foreclosed assets.....	24,671	31,745	11,082
Net Cash Provided By Investing Activities.....	67,645	298,515	840,830
Financing Activities:			
Net increase (decrease) in deposits.....	118,131	(176,887)	(261,968)
Net decrease in short-term borrowings.....	(16,868)	(205,819)	(471,574)
Repayments of notes payable.....	(10,000)	—	—
Proceeds from issuance of preferred stock and warrants.....	—	—	83,726
Redemption of preferred stock.....	—	—	(83,726)
Preferred stock dividends.....	—	—	(2,756)
Exercise of stock options/issuance of shares.....	14,374	16,688	9,610
Tax benefit (decrease) increase upon exercise of stock options.....	(248)	1,004	2,188
Retirement of common stock including repurchases.....	(60,505)	(28,719)	(2,046)
Common stock dividends paid.....	(41,670)	(42,094)	(41,061)
Net Cash Provided (Used) In Financing Activities.....	3,214	(435,827)	(767,607)
Net Change In Cash and Due from Banks.....	191,252	(22,342)	222,252
Cash and Due from Banks at Beginning of Year.....	338,793	361,135	138,883
Cash and Due from Banks at End of Year.....	\$530,045	\$338,793	\$361,135
Supplemental Disclosures:			
Supplemental disclosure of noncash activities:			
Loans transferred to other real estate owned.....	\$39,453	\$30,770	\$38,185
Supplemental disclosure of cash flow activity:			
Interest paid for the period.....	11,271	15,414	27,558
Income tax payments for the period.....	28,826	50,388	36,852
Acquisitions:			
Assets acquired.....	\$—	\$315,083	\$1,624,464
Liabilities assumed.....	—	314,905	1,575,620
Net.....	\$—	\$178	\$48,844

See accompanying notes to the consolidated financial statements.

* Federal Deposit Insurance Corporation ("FDIC")

** Federal Reserve Bank ("FRB"), Federal Home Loan Bank ("FHLB") and Federal Home Loan Mortgage Corp. ("FHLMC")

WESTAMERICA BANCORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Business and Accounting Policies

Westamerica Bancorporation, a registered bank holding company (the “Company”), provides a full range of banking services to corporate and individual customers in Northern and Central California through its subsidiary bank, Westamerica Bank (the “Bank”). The Bank is subject to competition from both financial and nonfinancial institutions and to the regulations of certain agencies and undergoes periodic examinations by those regulatory authorities.

The Company has evaluated events and transactions subsequent to the balance sheet date. Based on this evaluation, the Company is not aware of any events or transactions that occurred subsequent to the balance sheet date but prior to filing that would require recognition or disclosure in its consolidated financial statements.

Summary of Significant Accounting Policies

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. The following is a summary of significant policies used in the preparation of the accompanying financial statements.

Accounting Estimates. Certain accounting policies underlying the preparation of these financial statements require Management to make estimates and judgments about future economic and market conditions. These estimates and judgments may affect reported amounts of assets and liabilities, revenues and expenses, and disclosures of contingent assets and liabilities. Although the estimates contemplate current conditions and how Management expects them to change in the future, it is reasonably possible that in 2012 actual conditions could be worse than anticipated in those estimates, which could materially affect our results of operations and financial conditions. The most significant of these involve the Allowance for Credit Losses, as discussed below under “Allowance for Credit Losses,” estimated fair values of purchased loans, as discussed below under “Purchased Loans,” and the evaluation of other than temporary impairment, as discussed below under “Securities.”

As described in Note 2 below, the Bank acquired assets and assumed liabilities of the former Sonoma Valley Bank (“Sonoma”) on August 20, 2010. The acquired assets and assumed liabilities were measured at estimated fair values, as required by Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 805, Business Combinations. Management made significant estimates and exercised significant judgment in accounting for the acquisition. Management judgmentally measured loan fair values based on loan file reviews (including borrower financial statements and tax returns), appraised collateral values, expected cash flows, and historical loss factors. Repossessed loan collateral was primarily valued based upon appraised collateral values. The Bank also recorded an identifiable intangible asset representing the value of the core deposit customer base of Sonoma based on Management’s evaluation of the cost of such deposits relative to alternative funding sources. In determining the value of the identifiable intangible asset, Management used significant estimates including average lives of depository accounts, future interest rate levels, the cost of servicing various depository products, FDIC assessment rates and other significant estimates. Management used quoted market prices to determine the fair value of investment securities and FHLB advances.

The Bank acquired assets and assumed liabilities of the former County Bank (“County”) on February 6, 2009 from the Federal Deposit Insurance Corporation (“FDIC”). The acquired assets and assumed liabilities of County were measured at estimated fair values, as required by the acquisition method of accounting for business combinations (FASB ASC 805, Business Combinations, formerly FASB Statement No. 141 (revised 2007)). Management made significant estimates and exercised significant judgment in accounting for the acquisition of County. Management judgmentally assigned risk ratings to loans. The assigned risk ratings, appraised collateral values, expected cash flows, current interest rates, and statistically derived loss factors were used to measure fair values for loans. Repossessed loan collateral was primarily valued based upon appraised collateral values. Due to the loss-sharing agreements with the FDIC, the Bank recorded a receivable from the FDIC equal to 80 percent of the loss estimates embedded in the fair values of loans and repossessed loan collateral. The Bank also recorded an identifiable intangible asset representing the value of the core deposit customer base of County based on an appraisal performed by an independent third party. In determining the value of the identifiable intangible asset, the third-party appraiser used significant estimates including average lives of depository accounts, future interest rate levels, the cost of servicing various depository products, and other significant estimates. Management used quoted market prices to determine the fair value of investment securities, FHLB advances and other borrowings.

The acquired assets of Sonoma include loans which are not indemnified by the FDIC. The acquired loans of County are indemnified under loss-sharing agreements with the FDIC. Pursuant to acquisition accounting, the loans in each business combination were measured at their estimated fair value at the respective acquisition date. This method of measuring the carrying value of purchased loans differs from loans originated by the Company, and as such, the Company identifies purchased loans not indemnified by the FDIC as “Purchased Non-covered Loans” and purchased loans indemnified by the FDIC as “Purchased Covered Loans.” Loans originated by the Company are measured at the principal amount outstanding, net of unearned discount and unamortized deferred fees and costs. These loans are identified as “Originated Loans.”

Principles of Consolidation. The consolidated financial statements include the accounts of the Company and all the Company’s subsidiaries. Significant intercompany transactions have been eliminated in consolidation. The Company does not maintain or conduct transactions with any unconsolidated special purpose entities.

Cash Equivalents. Cash equivalents include Due From Banks balances and Federal Funds Sold which are both readily convertible to known amounts of cash and are generally 90 days or less from maturity at the time of initiation, presenting insignificant risk of changes in value due to interest rate changes.

Securities. Investment securities consist of debt securities of the U.S. Treasury, government sponsored entities, states, counties, municipalities, corporations, mortgage-backed securities, and equity securities. Securities transactions are recorded on a trade date basis. The Company classifies its debt and marketable equity securities in one of three categories: trading, available for sale or held to maturity. Trading securities are bought and held principally for the purpose of selling them in the near term. Held to maturity securities are those debt securities which the Company has the ability and intent to hold until maturity. Securities not included in trading or held to maturity are classified as available for sale. Trading and available for sale securities are recorded at fair value. Held to maturity securities are recorded at cost, adjusted for the amortization of premiums or accretion of discounts. Unrealized gains and losses on trading securities are included in earnings. Unrealized gains and losses, net of the related tax effect, on available for sale securities are reported as a separate component of shareholders’ equity.

A decline in the market value of any available for sale or held to maturity security below cost that is deemed other than temporary results in a charge to earnings and the establishment of a new cost basis for the security. Unrealized investment securities losses are evaluated at least quarterly to determine whether such declines in value should be considered “other than temporary” and therefore be subject to immediate loss recognition in income. Although these evaluations involve significant judgment, an unrealized loss in the fair value of a debt security is generally deemed to be temporary when the fair value of the security is below the carrying value primarily due to changes in risk-free interest rates, there has not been significant deterioration in the financial condition of the issuer, and the Company does not intend to sell or be required to sell the securities before recovery of its amortized cost. An unrealized loss in the value of an equity security is generally considered temporary when the fair value of the security declined primarily due to current market conditions and not deterioration in the financial condition of the issuer, the Company expects the fair value of the security to recover in the near term and the Company does not intend to sell or be required to sell the securities before recovery of its amortized cost. Other factors that may be considered in determining whether a decline in the value of either a debt or an equity security is “other than temporary” include ratings by recognized rating agencies, actions of commercial banks or other lenders relative to the continued extension of credit facilities to the issuer of the security, the financial condition, capital strength and near-term prospects of the issuer, and recommendations of investment advisors or market analysts.

Purchase premiums are amortized and purchase discounts are accreted over the estimated life of the related investment security as an adjustment to yield using the effective interest method. Unamortized premiums, unaccrued discounts, and early payment premiums are recognized in interest income upon disposition of the related security. Interest and dividend income are recognized when earned. Realized gains and losses from the sale of available for sale securities are included in earnings using the specific identification method.

Nonmarketable Equity Securities. Nonmarketable equity securities include securities that are not publicly traded, such as Visa Class B common stock, and securities acquired for various purposes, such as to meet regulatory requirements (for example, Federal Home Loan Bank and Federal Reserve Bank stock). These securities are accounted for under the cost method and are included in other assets. The Company reviews those assets accounted for under the cost method at least quarterly for possible declines in value that are considered “other than temporary”. The Company’s review typically includes an analysis of the facts and circumstances of each investment, the expectations for the investment’s cash flows and capital needs, the viability of its business model and exit strategy. The asset value is reduced when a decline in value is considered to be other than temporary. The Company recognizes the estimated loss as a loss from equity investments in noninterest income.

Loans. Loans are stated at the principal amount outstanding, net of unearned discount and unamortized deferred fees and costs. Interest is accrued daily on the outstanding principal balances. Loans which are more than 90 days delinquent with respect to interest or principal, unless they are well secured and in the process of collection, and other loans on which full recovery of principal or interest is in doubt, are placed on nonaccrual status. Interest previously accrued on loans placed on nonaccrual status is charged against interest income. In addition, some loans secured by real estate with temporarily impaired values and commercial loans to borrowers experiencing financial difficulties are placed on nonaccrual status (“performing nonaccrual loans”) even though the borrowers continue to repay the loans as scheduled. When the ability to fully collect nonaccrual loan principal is in doubt, payments received are applied against the principal balance of the loans until such time as full collection of the remaining recorded balance is expected. Any additional interest payments received after that time are recorded as interest income on a cash basis. Performing nonaccrual loans are reinstated to accrual status when improvements in credit quality eliminate the doubt as to the full collectability of both interest and principal. Certain consumer loans or auto receivables are charged to the allowance for credit losses when they become 120 days past due. The Company recognizes a loan as impaired when, based on current information and events, it is probable that it will be unable to collect both the contractual interest and principal payments as scheduled in the loan agreement. Income recognition on impaired loans conforms to that used on nonaccrual loans. In certain circumstances, the Company might agree to restructured loan terms with borrowers experiencing financial difficulties; such restructured loans are evaluated under ASC 310-40, “Troubled Debt Restructurings by Creditors.” In general, a restructuring constitutes a troubled debt restructuring when the Company, for reasons related to a borrower’s financial difficulties, grants a concession to the borrower it would not otherwise consider. Loans are evaluated on an individual basis. The Company follows its general nonaccrual policy for troubled debt restructurings. Performing troubled debt restructurings are reinstated to accrual status when improvements in credit quality eliminate the doubt as to full collectability of both principal and interest.

Nonrefundable fees and certain costs associated with originating or acquiring loans are deferred and amortized as an adjustment to interest income over the contractual loan lives. Upon prepayment, unamortized loan fees, net of costs, are immediately recognized in interest income. Other fees, including those collected upon principal prepayments, are included in interest income when received. Loans held for sale are identified upon origination and are reported at the lower of cost or market value on an aggregate loan basis.

Purchased Loans. Purchased loans are recorded at estimated fair value on the date of purchase. Impaired purchased loans are accounted for under FASB ASC 310-30, Loans and Debt Securities with Deteriorated Credit Quality, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. Evidence of credit quality deterioration as of the purchase date may include attributes such as past due and nonaccrual status. Generally, purchased loans that meet the Company’s definition for nonaccrual status fall within the scope of FASB ASC 310-30. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges, or a reclassification of the difference from nonaccretable to accretable with a positive impact on interest income. Any excess of expected cash flows over the estimated fair value is referred to as the accretable yield and is recognized into interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows. Further, the Company elected to analogize to ASC 310-30 and account for all other loans that had a discount due in part to credit not within the scope of ASC 310-30 using the same methodology.

Covered Loans. Loans covered under loss-sharing or similar credit protection agreements with the FDIC are reported in loans exclusive of the expected reimbursement cash flows from the FDIC. Covered loans are initially recorded at fair value at the acquisition date. Subsequent decreases in the amount expected to be collected results in a provision for loan losses and a corresponding increase in the estimated FDIC reimbursement, with the estimated net loss impacting earnings. Interest is accrued daily on the outstanding principal balances. Covered loans which are more than 90 days delinquent with respect to interest or principal, unless they are well secured and in the process of collection, and other covered loans on which full recovery of principal or interest is in doubt, are placed on nonaccrual status. Interest previously accrued on covered loans placed on nonaccrual status is charged against interest income, net of estimated FDIC reimbursements of such accrued interest. The FDIC reimburses the Company up to 80% of 90 days interest on covered loans. In addition, some covered loans secured by real estate with temporarily impaired values and covered commercial loans to borrowers experiencing financial difficulties are placed on nonaccrual status even though the borrowers continue to repay the loans as scheduled (“covered performing nonaccrual loans”). Interest payments received on nonaccrual loans are applied to interest income on a cash basis. Covered performing nonaccrual loans are reinstated to accrual status when improvements in credit quality eliminate the doubt as to the full collectability of both interest and principal.

Allowance for Credit Losses. The allowance for credit losses is established through provisions for credit losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for credit losses when all or a portion of the recorded amount of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance when realized. The Company's allowance for credit losses is maintained at a level considered adequate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions, FDIC loss-sharing or similar credit protection agreements and other factors. A portion of the allowance is specifically allocated to impaired loans whose full collectability is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. A second allocation is based in part on quantitative analyses of historical credit loss experience, in which criticized and classified loan balances identified through an internal loan review process are analyzed using a linear regression model to determine standard loss rates. The results of this analysis are applied to current criticized and classified loan balances to allocate the reserve to the respective commercial, commercial real estate, and construction segments of the loan portfolio. In addition, residential real estate and consumer loans which have similar characteristics and are not usually criticized using regulatory guidelines are analyzed and reserves established based on the historical loss rates and delinquency trends, grouped by the number of days the payments on these loans are delinquent. Last, allocations are made to non-criticized and non-classified commercial, commercial real estate and construction loans based on historical loss rates. The remainder of the reserve is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. It addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in past loan charge-off history (external factors). The external factors evaluated by the Company include: economic and business conditions, external competitive issues, and other factors. Also included in the unallocated allowance is the risk of losses that are attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company include: loan review system, adequacy of lending Management and staff, loan policies and procedures, problem loan trends, concentrations of credit, and other factors. By their nature, these risks are not readily allocable to any specific category in a statistically meaningful manner and are difficult to quantify with a specific number.

Liability for Off-Balance Sheet Credit Exposures. A liability for off-balance sheet credit exposures is established through expense recognition. Off-balance sheet credit exposures relate to letters of credit and unfunded loan commitments for commercial and construction loans. Historical credit loss factors for commercial and construction loans are applied to the amount of these off-balance sheet credit exposures to estimate inherent losses.

Other Real Estate Owned. Other real estate owned is comprised of property acquired through foreclosure proceedings, acceptances of deeds-in-lieu of foreclosure and, if applicable, vacated bank properties. Losses recognized at the time of acquiring property in full or partial satisfaction of debt are charged against the allowance for credit losses. Other real estate owned is recorded at the lower of the related loan carrying value or fair value of the collateral, generally based upon an independent property appraisal, less estimated disposition costs. Subsequently, other real estate owned is valued at the lower of the amount recorded at the date acquired or the then current fair value less estimated disposition costs. Subsequent losses incurred due to any decline in annual independent property appraisals are recognized as noninterest expense. Routine holding costs, such as property taxes, insurance and maintenance, and losses from sales and dispositions, are recognized as noninterest expense.

Covered Other Real Estate Owned. Other real estate owned covered under loss-sharing agreements with the FDIC is reported exclusive of expected reimbursement cash flows from the FDIC. Upon transferring covered loan collateral to covered other real estate owned status, acquisition date fair value discounts on the related loans are also transferred to covered other real estate owned. Fair value adjustments on covered other real estate owned result in a reduction of the covered other real estate carrying amount and a corresponding increase in the estimated FDIC reimbursement, with the estimated net loss charged against earnings.

Premises and Equipment. Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed substantially on the straight-line method over the estimated useful life of each type of asset. Estimated useful lives of premises and equipment range from 20 to 50 years and from 3 to 20 years, respectively. Leasehold improvements are amortized over the terms of the lease or their estimated useful life, whichever is shorter.

Intangible Assets. Intangible assets are comprised of goodwill, core deposit intangibles and other identifiable intangibles acquired in business combinations. Intangible assets with definite useful lives are amortized on an accelerated basis over their respective estimated useful lives not exceeding 15 years. If an event occurs that indicates the carrying amount of an intangible asset may not

be recoverable, Management reviews the asset for impairment. Any goodwill and any intangible asset acquired in a purchase business combination determined to have an indefinite useful life is not amortized, but is evaluated for impairment annually.

Impairment of Long-Lived Assets. The Company reviews its long-lived and certain intangible assets for impairment whenever events or changes indicate that the carrying amount of an asset may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Income Taxes. The Company and its subsidiaries file consolidated tax returns. The Company accounts for income taxes in accordance with FASB ASC 740, Income Taxes, resulting in two components of income tax expense: current and deferred. Current income tax expense approximates taxes to be paid or refunded for the current period. The Company determines deferred income taxes using the balance sheet method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and recognizes enacted changes in tax rates and laws in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized subject to Management's judgment that realization is more likely than not. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. Interest and penalties are recognized as a component of income tax expense.

Derivative Instruments and Hedging Activities. The Company's accounting policy for derivative instruments requires the Company to recognize those items as assets or liabilities in the statement of financial position and measure them at fair value. Hybrid financial instruments are single financial instruments that contain an embedded derivative. The Company's accounting policy is to record certain hybrid financial instruments at fair value without separating the embedded derivative.

Stock Options. The Company applies FASB ASC 718 – Compensation – Stock Compensation, to account for stock based awards granted to employees using the fair value method. The Company recognizes compensation expense for restricted performance share grants over the relevant attribution period. Restricted performance share grants have no exercise price, therefore, the intrinsic value is measured using an estimated per share price at the vesting date for each restricted performance share. The estimated per share price is adjusted during the attribution period to reflect actual stock price performance. The Company's obligation for unvested outstanding restricted performance share grants is classified as a liability until the vesting date due to a cash settlement feature, at which time the issued shares become classified as shareholders' equity.

Extinguishment of Debt. Gains and losses, including fees, incurred in connection with the early extinguishment of debt are charged to current earnings as reductions in noninterest income.

Postretirement Benefits. The Company uses an actuarial-based accrual method of accounting for post-retirement benefits.

Other. Securities and other property held by the Bank in a fiduciary or agency capacity are not included in the financial statements since such items are not assets of the Company or its subsidiaries.

Recently Adopted Accounting Pronouncements

In 2011, the Company adopted the following new accounting guidance:

FASB Accounting Standards Update (ASU) 2011-02, A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring, was issued April 2011 providing additional guidance for creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. The provisions of this standard are effective for the first interim or annual period beginning on or after June 15, 2011 with early adoption permissible, and should be applied retrospectively to the beginning of the annual period of adoption. The Company early adopted the provisions of this standard effective April 1, 2011 with retrospective application to January 1, 2011. The results of the adoption of this Update are disclosed in Note 4.

FASB ASU 2011-01, Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20 (Topic 310), was issued January 2011 deferring the new disclosure requirements (paragraphs 310-10-50-31 through 50-34 of the *FASB Accounting Standards Codification*) about troubled debt restructurings to be concurrent with the effective date of the guidance for determining what constitutes a troubled debt restructuring, as presented in proposed Accounting Standards Update,

Receivables (Topic 310): Clarifications to Accounting for Troubled Debt Restructurings by Creditors. As a result of the issuance of Update 2011-02, the provisions of Update 2011-01 are effective for the first interim or annual period beginning on or after June 15, 2011 or July 1, 2011 for the Company, and should be applied retrospectively to the beginning of the annual period of adoption. The Company adopted the Update concurrent with ASU 2011-02.

Recently Issued Accounting Standards

FASB ASU 2011-03, *Reconsideration of Effective Control for Repurchase Agreements*, was issued April 2011 addressing the accounting for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The amendments remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. The provisions of this Update are effective for the first interim or annual period beginning on or after December 15, 2011, and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. The adoption of the Update will not have a material effect on the Company's financial statements at the date of adoption.

FASB ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, was issued May 2011 as a result of the FASB and International Accounting Standards Board's (IASB) goal to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. generally accepted accounting principles and International Financial Reporting Standards. The provisions of this Update are effective during the interim or annual periods beginning after December 15, 2011, and are to be applied prospectively. The adoption of the Update will not have a material effect on the Company's financial statements at the date of adoption.

FASB ASU 2011-05, *Presentation of Comprehensive Income*, was issued June 2011 requiring that all changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This Update also requires that reclassification adjustments for items that are reclassified from other comprehensive income to net income be presented on the face of the financial statements. The provisions of this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and are to be applied retrospectively. Early adoption is permitted. The adoption of the Update will not have a material effect on the Company's financial statements at the date of adoption.

FASB ASU 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*, was issued December 2011 updating and superseding certain pending paragraphs relating to the presentation on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. This Update is effective concurrent with ASU 2011-05, *Presentation of Comprehensive Income*, and will not have a material effect on the Company's financial statements at the date of adoption.

FASB ASU 2011-08, *Testing for Goodwill Impairment*, was issued September 2011 giving an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is more likely than not that the fair value of a reporting unit is more than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then the entity is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any. Under the amendments in this Update, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. The provisions of this standard are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The adoption of the Update will not have a material effect on the Company's financial statements at the date of adoption.

FASB ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*, was issued December 2011 to require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures

required by those amendments retrospectively for all comparative periods presented. The Update will not have a material effect on the Company's financial statements at the date of adoption.

Note 2: Acquisition

On August 20, 2010, the Bank purchased substantially all the assets and assumed substantially all the liabilities of Sonoma from the FDIC, as Receiver of Sonoma. Sonoma operated 3 commercial banking branches within Sonoma County, California. The FDIC took Sonoma under receivership upon Sonoma's closure by the California Department of Financial Institutions at the close of business August 20, 2010. Westamerica Bank purchased substantially all of Sonoma's net assets at a discount of \$43,000 thousand and paid a \$5,008 thousand deposit premium.

The Sonoma acquisition was accounted for under the purchase method of accounting in accordance with FASB ASC 805, Business Combinations. The statement of net assets acquired as of August 20, 2010 and the resulting bargain purchase gain are presented in the following table. The purchased assets and assumed liabilities were recorded at their respective acquisition date fair values, and identifiable intangible assets were recorded at fair value. A "bargain purchase" gain totaling \$178 thousand resulted from the acquisition and is included as a component of noninterest income on the statement of income. The amount of the gain is equal to the amount by which the fair value of assets purchased exceeded the fair value of liabilities assumed. Sonoma's results of operations prior to the acquisition are not included in Westamerica's statement of income.

Statement of Net Assets Acquired (at fair value)

	At August 20, 2010 (In thousands)
Assets	
Cash and due from banks	\$57,895
Money market assets	26,050
Securities	7,223
Loans	213,664
Other real estate owned	2,916
Core deposit intangible	5,270
Other assets	2,065
Total Assets	<u>\$315,083</u>
Liabilities	
Deposits	252,563
Federal Home Loan Bank advances	61,872
Liabilities for interest and other expenses	470
Total Liabilities	<u>314,905</u>
Net assets acquired	<u><u>\$178</u></u>

Statement of Net Assets Acquired (at fair value)

	At August 20, 2010 (In thousands)
Sonoma Valley Bank tangible shareholder's equity	\$13,923
Adjustments to reflect assets acquired and liabilities assumed at fair value:	
Cash payment from FDIC	21,270
Loans and leases, net	(34,562)
Other real estate owned	(1,491)
Other assets	(811)
Core deposit intangible	5,270
Deposits	(1,233)
Federal Home Loan Bank advances	(1,872)
Other liabilities	(316)
Gain on acquisition	<u><u>\$178</u></u>

Note 3: Investment Securities

The amortized cost, unrealized gains and losses, and estimated market value of the available for sale investment securities portfolio follows:

Investment Securities Available for Sale				
At December 31, 2011				
Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
(In thousands)				
U.S. Treasury securities	\$3,537	\$59	\$—	\$3,596
Securities of U.S. Government sponsored entities	117,150	375	(53)	117,472
Residential mortgage-backed securities	84,961	5,457	(10)	90,408
Commercial mortgage-backed securities	4,506	27	(3)	4,530
Obligations of States and political subdivisions	234,522	11,839	(268)	246,093
Residential collateralized mortgage obligations	49,111	2,053	—	51,164
Asset-backed securities	7,566	—	(260)	7,306
FHLMC and FNMA stock	824	1,027	(4)	1,847
Corporate securities	114,286	203	(2,290)	112,199
Other securities	2,302	1,884	(48)	4,138
Total	\$618,765	\$22,924	(\$2,936)	\$638,753

The amortized cost, unrealized gains and losses, and estimated market value of the held to maturity investment securities portfolio follows:

Investment Securities Held to Maturity				
At December 31, 2011				
Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value	
(In thousands)				
Residential mortgage-backed securities	\$54,869	\$1,532	(\$77)	\$56,324
Obligations of States and political subdivisions	625,390	23,581	(496)	648,475
Residential collateralized mortgage obligations	242,544	2,781	(2,631)	242,694
Total	\$922,803	\$27,894	(\$3,204)	\$947,493

The amortized cost, unrealized gains and losses, and estimated market value of the available for sale investment securities portfolio follows:

Investment Securities Available for Sale				
At December 31, 2010				
Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
(In thousands)				
U.S. Treasury securities	\$3,554	\$—	(\$12)	\$3,542
Securities of U.S. Government sponsored entities	175,080	162	(2,365)	172,877
Residential mortgage-backed securities	105,702	4,142	(15)	109,829
Commercial mortgage-backed securities	5,081	7	(23)	5,065
Obligations of States and political subdivisions	264,757	2,423	(6,047)	261,133
Residential collateralized mortgage obligations	24,709	894	—	25,603
Asset-backed securities	9,060	—	(774)	8,286
FHLMC and FNMA stock	824	42	(211)	655
Corporate securities	79,356	200	(365)	79,191
Other securities	2,655	2,699	(51)	5,303
Total	\$670,778	\$10,569	(\$9,863)	\$671,484

The amortized cost, unrealized gains and losses, and estimated market value of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity			
	At December 31, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
	(In thousands)			
Residential mortgage-backed securities	\$40,531	\$1,797	\$—	\$42,328
Obligations of States and political subdivisions.....	455,372	13,142	(1,142)	467,372
Residential collateralized mortgage obligations.....	84,825	2,198	(2,012)	85,011
Total	<u>\$580,728</u>	<u>\$17,137</u>	<u>(\$3,154)</u>	<u>\$594,711</u>

The amortized cost and estimated market value of securities by contractual maturity are shown in the following table:

	At December 31, 2011			
	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Estimated Market Value	Amortized Cost	Estimated Market Value
	(In thousands)			
Maturity in years:				
1 year or less.....	\$37,785	\$37,967	\$12,056	\$12,121
Over 1 to 5 years	242,766	241,945	158,438	162,791
Over 5 to 10 years	63,442	65,919	307,504	321,922
Over 10 years.....	133,068	140,835	147,392	151,641
Subtotal	<u>477,061</u>	<u>486,666</u>	<u>625,390</u>	<u>648,475</u>
Mortgage-backed securities and residential collateralized mortgage obligations.....	138,578	146,102	297,413	299,018
Other securities.....	3,126	5,985	—	—
Total	<u>\$618,765</u>	<u>\$638,753</u>	<u>\$922,803</u>	<u>\$947,493</u>

The amortized cost and estimated market value of securities by contractual maturity are shown in the following table:

	At December 31, 2010			
	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Estimated Market Value	Amortized Cost	Estimated Market Value
	(In thousands)			
Maturity in years:				
1 year or less.....	\$21,362	\$21,460	\$6,057	\$6,103
Over 1 to 5 years	315,777	314,605	92,837	95,608
Over 5 to 10 years	64,565	64,804	351,407	360,602
Over 10 years.....	130,103	124,160	5,071	5,059
Subtotal	<u>531,807</u>	<u>525,029</u>	<u>455,372</u>	<u>467,372</u>
Mortgage-backed securities and residential collateralized mortgage obligations.....	135,492	140,497	125,356	127,339
Other securities.....	3,479	5,958	—	—
Total	<u>\$670,778</u>	<u>\$671,484</u>	<u>\$580,728</u>	<u>\$594,711</u>

Expected maturities of mortgage-backed securities can differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties. In addition, such factors as prepayments and interest rates may affect the yield on the carrying value of mortgage-backed securities. At December 31, 2011 and 2010, the Company had no high-risk collateralized mortgage obligations as defined by regulatory guidelines.

An analysis of gross unrealized losses of the available for sale investment securities portfolio follows:

	Investment Securities Available for Sale At December 31, 2011					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Securities of U.S. Government sponsored entities	\$35,051	(\$53)	\$—	\$—	\$35,051	(\$53)
Residential mortgage-backed securities	3,443	(10)	—	—	3,443	(10)
Commercial mortgage-backed securities	—	—	1,347	(3)	1,347	(3)
Obligations of States and political subdivisions	5,803	(61)	15,015	(207)	20,818	(268)
Asset-backed securities	—	—	7,306	(260)	7,306	(260)
FHLMC and FNMA stock	—	—	1	(4)	1	(4)
Corporate securities	32,048	(1,516)	24,226	(774)	56,274	(2,290)
Other securities	—	—	1,953	(48)	1,953	(48)
Total	\$76,345	(\$1,640)	\$49,848	(\$1,296)	\$126,193	(\$2,936)

An analysis of gross unrealized losses of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity At December 31, 2011					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Residential mortgage-backed securities	\$14,032	(\$77)	\$—	\$—	\$14,032	(\$77)
Obligations of States and political subdivisions	38,026	(334)	6,441	(162)	44,467	(496)
Residential collateralized mortgage obligations	50,355	(373)	15,443	(2,258)	65,798	(2,631)
Total	\$102,413	(\$784)	\$21,884	(\$2,420)	\$124,297	(\$3,204)

The unrealized losses on the Company's investment securities were caused by market conditions for these types of investments. The Company evaluates securities on a quarterly basis including changes in security ratings issued by ratings agencies, changes in the financial condition of the issuer, and, for mortgage-related and asset-backed securities, delinquency and loss information with respect to the underlying collateral, changes in the levels of subordination for the Company's particular position within the repayment structure, and remaining credit enhancement as compared to expected credit losses of the security. Substantially all of these securities continue to be investment grade rated by one or more major rating agencies.

The Company does not intend to sell any investments and has concluded that it is more likely than not that it will not be required to sell the investments prior to recovery of the amortized cost basis. Therefore, the Company does not consider these investments to be other-than-temporarily impaired as of December 31, 2011.

The fair values of the investment securities could decline in the future if the general economy deteriorates, credit ratings decline, the issuer's financial condition deteriorates, or the liquidity for securities declines. As a result, other than temporary impairments may occur in the future.

As of December 31, 2011, \$903,807 thousand of investment securities were pledged to secure public deposits and short-term funding needs, compared to \$898,124 thousand at December 31, 2010.

An analysis of gross unrealized losses of the available for sale investment securities portfolio follows:

	Investment Securities Available for Sale					
	December 31, 2010					
	Less than 12 months		12 months or longer		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
(In thousands)						
U.S. Treasury securities	\$3,542	(\$12)	\$—	\$—	\$3,542	(\$12)
Securities of U.S. Government sponsored entities	146,083	(2,365)	—	—	146,083	(2,365)
Residential mortgage backed securities	1,534	(15)	—	—	1,534	(15)
Commercial mortgage backed securities	3,028	(23)	—	—	3,028	(23)
Obligations of States and political subdivisions	132,014	(5,505)	10,341	(542)	142,355	(6,047)
Asset-backed securities	—	—	8,286	(774)	8,286	(774)
FHLMC and FNMA stock	550	(211)	—	—	550	(211)
Corporate securities	44,752	(365)	—	—	44,752	(365)
Other securities	1	—	1,948	(51)	1,949	(51)
Total	\$331,504	(\$8,496)	\$20,575	(\$1,367)	\$352,079	(\$9,863)

An analysis of gross unrealized losses of the held to maturity investment securities portfolio follows:

	Investment Securities Held to Maturity					
	December 31, 2010					
	Less than 12 months		12 months or longer		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
(In thousands)						
Obligations of States and political subdivisions	\$22,157	(\$382)	\$18,663	(\$760)	\$40,820	(\$1,142)
Residential collateralized mortgage obligations	—	—	20,182	(2,012)	20,182	(2,012)
Total	\$22,157	(\$382)	\$38,845	(\$2,772)	\$61,002	(\$3,154)

The following table provides information about the amount of interest income from taxable and non-taxable investment securities:

	For the Year Ended December 31,	
	2011	2010
	(In thousands)	
Taxable	\$17,404	\$16,447
Tax-exempt	29,902	27,482
Total interest income from investment securities	\$47,306	\$43,929

Note 4: Loans and Allowance for Credit Losses

A summary of the major categories of loans outstanding is shown in the following table. Re-classification of some purchased non-covered loans occurred in the year ended December 31, 2011 upon conversion of such loans to the Company's accounting systems.

	At December 31, 2011					Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment & Other	
	(In thousands)					
Originated loans	\$398,446	\$704,655	\$14,580	\$271,111	\$473,815	\$1,862,607
Purchased covered loans:						
Impaired	1,296	20,697	2,977	-	262	25,232
Non impaired	117,777	333,428	13,372	13,016	78,735	556,328
Purchase discount	(19,535)	(22,318)	(2,473)	(524)	(1,432)	(46,282)
Purchased non-covered loans:						
Impaired	2,262	17,090	-	-	638	19,990
Non impaired	14,129	67,045	6,076	3,598	25,294	116,142
Purchase discount	(1,013)	(6,101)	(95)	(474)	(2,528)	(10,211)
Total	\$513,362	\$1,114,496	\$34,437	\$286,727	\$574,784	\$2,523,806

	At December 31, 2010					Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment & Other	
	(In thousands)					
Originated loans	\$474,183	\$757,140	\$26,145	\$310,196	\$461,877	\$2,029,541
Purchased covered loans:						
Impaired	17,922	18,768	11,386	140	255	48,471
Non impaired	180,302	395,091	22,185	18,758	89,949	706,285
Purchase discount	(29,239)	(23,177)	(5,191)	(524)	(3,653)	(61,784)
Purchased non-covered loans (refined):						
Impaired	474	40,402	8,705	311	2,793	52,685
Non impaired	17,030	100,357	18,708	7,211	35,962	179,268
Purchase discount	(1,684)	(17,071)	(7,293)	(467)	(5,867)	(32,382)
Total	\$658,988	\$1,271,510	\$74,645	\$335,625	\$581,316	\$2,922,084

Changes in the carrying amount of impaired purchased covered loans were as follows:

	For the Years Ended December 31,	
	2011	2010
	(In thousands)	
Impaired purchased covered loans		
Carrying amount at the beginning of the period	\$33,556	\$43,196
Reductions during the period	(14,965)	(9,640)
Carrying amount at the end of the period	\$18,591	\$33,556

Changes in the accretable yield for purchased loans were as follows:

	For the Years Ended December 31,	
	2011	2010
Purchased loans	(In thousands)	
Balance at the beginning of the period	\$6,089	\$-
Reclassification from nonaccretable difference	16,906	14,836
Accretion	(13,005)	(8,747)
Disposals and other	-	-
Balance at the end of the period	<u>\$9,990</u>	<u>\$6,089</u>
Accretion	(\$13,005)	(\$8,747)
Reduction in FDIC indemnification asset	9,315	6,816
Increase in interest income	<u>(\$3,690)</u>	<u>(\$1,931)</u>

The following table represents the non impaired purchased non-covered loans receivable at the acquisition date of August 20, 2010. The amounts include principal only and do not reflect accrued interest as of the date of acquisition or beyond:

	At August 20, 2010 (refined)
Non impaired purchased non-covered loans receivable	(In thousands)
Gross contractual loan principal payment receivable	\$188,206
Estimate of contractual principal not expected to be collected	(14,955)
Fair value of non impaired purchased loans receivable	\$176,025

The Company applied the cost recovery method to impaired purchased non-covered loans at the acquisition date of August 20, 2010 due to the uncertainty as to the timing of expected cash flows as reflected in the following table:

	At August 20, 2010 (refined)
Impaired purchased non-covered loans	(In thousands)
Contractually required payments receivable (including interest)	\$70,882
Nonaccretable difference	(33,243)
Cash flows expected to be collected	37,639
Accretable difference	-
Fair value of loans acquired	<u>\$37,639</u>

Changes in the carrying amount of impaired purchased non-covered loans were as follows for the periods indicated below from August 20, 2010 (acquisition date) through December 31, 2011:

	For the Year Ended December 31, 2011	August 20, 2010 through December 31, 2010 (refined)
Impaired purchased non-covered loans	(In thousands)	
Carrying amount at the beginning of the period	\$33,725	\$37,639
Reductions during the period	(18,153)	(3,914)
Carrying amount at the end of the period	<u>\$15,572</u>	<u>\$33,725</u>

No changes in the accretable yield for impaired purchased non-covered loans occurred from the August 20, 2010 purchase date through December 31, 2011.

The following summarizes activity in the allowance for credit losses:

Allowance for Credit Losses For the Year Ended December 31, 2011								
Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Purchased Covered Loans	Unallocated	Total	
(In thousands)								
Allowance for loan losses:								
Balance at beginning of period	\$8,094	\$9,607	\$3,260	\$617	\$6,372	\$-	\$7,686	\$35,636
Additions:								
Provision	3,069	2,336	1,248	903	564	987	2,093	11,200
Deductions:								
Chargeoffs	(8,280)	(1,332)	(2,167)	(739)	(6,754)	(987)	-	(20,259)
Recoveries	3,129	-	1	-	2,890	-	-	6,020
Net loan and lease chargeoffs	(5,151)	(1,332)	(2,166)	(739)	(3,864)	(987)	-	(14,239)
Balance at end of period	6,012	10,611	2,342	781	3,072	-	9,779	32,597
Liability for off-balance sheet credit exposure	1,660	-	34	-	198	-	801	2,693
Total allowance for credit losses	\$7,672	\$10,611	\$2,376	\$781	\$3,270	\$-	\$10,580	\$35,290

Allowance for Credit Losses For the Year Ended December 31, 2010								
Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Purchased Covered Loans	Unallocated	Total	
(In thousands)								
Allowance for loan losses:								
Balance at beginning of period	\$7,406	\$9,918	\$2,669	\$1,529	\$7,814	\$-	\$11,707	\$41,043
Additions:								
Provision	6,584	941	2,259	774	4,663	-	(4,021)	\$11,200
Deductions:								
Chargeoffs	(6,844)	(1,256)	(1,668)	(1,686)	(8,814)	-	-	(20,268)
Recoveries	948	4	-	-	2,709	-	-	3,661
Net loan and lease chargeoffs	(5,896)	(1,252)	(1,668)	(1,686)	(6,105)	-	-	(16,607)
Balance at end of period	8,094	9,607	3,260	617	6,372	-	7,686	35,636
Liability for off-balance sheet credit exposure	1,784	-	299	-	610	-	-	2,693
Total allowance for credit losses	\$9,878	\$9,607	\$3,559	\$617	\$6,982	\$-	\$7,686	\$38,329

The recorded investment in loans was evaluated for impairment as follows:

Recorded Investment in Loans Evaluated for Impairment At December 31, 2011									
Commercial	Commercial Real Estate	Construction	Residential Estate	Consumer Installment and Other	Purchased Non- covered Loans	Purchased Covered Loans	Unallocated	Total	
(In thousands)									
Allowance for credit losses:									
Individually evaluated for impairment	\$-	\$229	\$1,794	\$-	\$-	\$-	\$-	\$-	\$2,023
Collectively evaluated for impairment	7,672	10,382	582	781	3,270	-	-	10,580	33,267
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-	-	-
Total	\$7,672	\$10,611	\$2,376	\$781	\$3,270	\$-	\$-	\$10,580	\$35,290
Carrying value of loans:									
Individually evaluated for impairment	\$-	\$1,399	\$3,126	\$-	\$-	\$5,611	\$5,988	\$-	\$16,124
Collectively evaluated for impairment	\$398,446	\$703,256	\$11,454	271,111	473,815	104,738	510,699	-	2,473,519
Purchased loans with evidence of credit deterioration	-	-	-	-	-	15,572	18,591	-	34,163
Total	\$398,446	\$704,655	\$14,580	\$271,111	\$473,815	\$125,921	\$535,278	\$-	\$2,523,806

Recorded Investment in Loans Evaluated for Impairment
At December 31, 2010 (refined)

	Consumer							Unallocated	Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans		
	(In thousands)								
Allowance for credit losses:									
Individually evaluated for impairment	\$-	\$-	\$1,365	\$-	\$-	\$-	\$-	\$-	\$1,365
Collectively evaluated for impairment	9,878	9,607	2,194	617	6,982	-	-	7,686	36,964
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-	-	-
Total	\$9,878	\$9,607	\$3,559	\$617	\$6,982	\$-	\$-	\$7,686	\$38,329
Carrying value of loans:									
Individually evaluated for impairment	\$6,600	\$2,448	\$3,700	\$-	\$-	\$2,535	\$10,889	\$-	\$26,172
Collectively evaluated for impairment	467,583	754,692	22,445	310,196	461,877	163,311	648,527	-	2,828,631
Purchased loans with evidence of credit deterioration	-	-	-	-	-	33,725	33,556	-	67,281
Total	\$474,183	\$757,140	\$26,145	\$310,196	\$461,877	\$199,571	\$692,972	\$-	\$2,922,084

The Bank's customers are small businesses, professionals and consumers. Given the scale of these borrowers, corporate credit rating agencies do not evaluate the borrowers' financial condition. The Bank maintains a Loan Review Department which reports directly to the Board of Directors. The Loan Review Department performs independent evaluations of loans and assigns credit risk grades to evaluated loans using grading standards employed by bank regulatory agencies. Loans judged to carry lower-risk attributes are assigned a "pass" grade, with a minimal likelihood of loss. Loans judged to carry higher-risk attributes are referred to as "classified loans," and are further disaggregated, with increasing expectations for loss recognition, as "substandard," "doubtful," and "loss." If the Bank becomes aware of deterioration in a borrower's performance or financial condition between Loan Review examinations, assigned risk grades will be re-evaluated promptly. Credit risk grades assigned by the Loan Review Department are subject to review by the Bank's regulatory authority during regulatory examinations.

The following summarizes the credit risk profile by internally assigned grade:

Credit Risk Profile by Internally Assigned Grade
At December 31, 2011

	Consumer							Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans	
	(In thousands)							
Grade:								
Pass	\$360,279	\$646,078	\$10,413	\$264,861	\$471,783	\$63,955	\$372,560	\$2,189,929
Special mention	17,247	29,103	341	1,961	600	15,701	32,365	97,318
Substandard	20,695	29,474	3,826	4,289	1,014	52,994	175,410	287,702
Doubtful	225	-	-	-	66	3,444	1,070	4,805
Loss	-	-	-	-	352	38	155	545
Default risk purchase discount	-	-	-	-	-	(10,211)	(46,282)	(56,493)
Total	\$398,446	\$704,655	\$14,580	\$271,111	\$473,815	\$125,921	\$535,278	\$2,523,806

Credit Risk Profile by Internally Assigned Grade
At December 31, 2010

	Consumer							Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Installment and Other	Purchased Non-covered Loans	Purchased Covered Loans	
	(In thousands)							
Grade:								
Pass	\$427,878	\$718,124	\$18,073	\$305,433	\$458,789	\$128,323	\$482,473	\$2,539,093
Special mention	17,731	19,216	-	1,749	568	25,223	62,455	126,942
Substandard	27,801	19,800	8,072	3,014	1,792	61,941	206,646	329,066
Doubtful	773	-	-	-	89	16,465	2,747	20,074
Loss	-	-	-	-	639	1	435	1,075
Default risk purchase discount	-	-	-	-	-	(32,382)	(61,784)	(94,166)
Total	\$474,183	\$757,140	\$26,145	\$310,196	\$461,877	\$199,571	\$692,972	\$2,922,084

The following tables summarize loans by delinquency and nonaccrual status:

Summary of Loans by Delinquency and Nonaccrual Status
At December 31, 2011

	30-89 Days Past Due and Accruing	Past Due 90 days or More and Accruing	Total Past Due and Accruing	Current and Accruing	Nonaccrual	Total Loans
Commercial	\$6,953	\$-	\$6,953	\$388,322	\$3,171	\$398,446
Commercial real estate	16,967	1,626	18,593	679,633	6,429	704,655
Construction	570	-	570	10,664	3,346	14,580
Residential real estate	5,648	-	5,648	262,917	2,546	271,111
Consumer installment & other	6,324	421	6,745	467,015	55	473,815
Total originated loans	36,462	2,047	38,509	1,808,551	15,547	1,862,607
Purchased non-covered loans	1,095	34	1,129	101,585	23,207	125,921
Purchased covered loans	18,902	241	19,143	501,823	14,312	535,278
Total	\$56,459	\$2,322	\$58,781	\$2,411,959	\$53,066	\$2,523,806

Summary of Loans by Delinquency and Nonaccrual Status
At December 31, 2010

	30-89 Days Past Due and Accruing	Past Due 90 days or More and Accruing	Total Past Due and Accruing	Current and Accruing	Nonaccrual	Total Loans
Commercial	\$7,274	\$-	\$7,274	\$458,061	\$8,848	\$474,183
Commercial real estate	14,037	-	14,037	737,167	5,936	757,140
Construction	4,022	-	4,022	18,073	4,050	26,145
Residential real estate	2,552	-	2,552	305,709	1,935	310,196
Consumer installment & other	6,870	766	7,636	454,142	99	461,877
Total originated loans	34,755	766	35,521	1,973,152	20,868	2,029,541
Purchased non-covered loans	8,788	1	8,789	151,619	39,163	199,571
Purchased covered loans	27,848	355	28,203	617,624	47,145	692,972
Total	\$71,391	\$1,122	\$72,513	\$2,742,395	\$107,176	\$2,922,084

The following is a summary of the effect of nonaccrual loans on interest income:

	For the Years Ended		
	December 31,		
	2011	2010	2009
	(In thousands)		
Interest income that would have been recognized had the loans performed in accordance with their original terms	\$5,267	\$6,488	\$5,195
Less: Interest income recognized on nonaccrual loans	(4,290)	(6,101)	(2,074)
Total reduction of interest income	\$977	\$387	\$3,121

There were no commitments to lend additional funds to borrowers whose loans were on nonaccrual status at December 31, 2011 and December 31, 2010.

The following summarizes impaired loans:

Impaired Loans At December 31, 2011			
	Recorded	Unpaid Principal	Related
	Investment	Balance	Allowance
(In thousands)			
Impaired loans with no related allowance recorded:			
Commercial	\$5,483	\$11,727	\$ -
Commercial real estate	33,095	43,793	-
Construction	4,194	7,209	-
Consumer installment and other	2,990	3,658	-
Impaired loans with an allowance recorded:			
Commercial real estate	1,399	1,399	229
Construction	3,126	3,183	1,794
Total:			
Commercial	\$5,483	\$11,727	\$ -
Commercial real estate	34,494	45,192	229
Construction	7,320	10,392	1,794
Consumer installment and other	2,990	3,658	-

Impaired Loans At December 31, 2010			
	Recorded	Unpaid Principal	Related
	Investment (refined)	Balance (refined)	Allowance
(In thousands)			
Impaired loans with no related allowance recorded:			
Commercial	\$22,392	\$35,127	\$ -
Commercial real estate	47,081	69,627	-
Construction	17,639	36,244	-
Residential real estate	449	451	-
Consumer installment and other	2,192	3,077	-
Impaired loans with an allowance recorded:			
Construction	3,700	3,700	1,365
Total:			
Commercial	\$22,392	\$35,127	\$ -
Commercial real estate	47,081	69,627	-
Construction	21,339	39,944	1,365
Residential real estate	449	451	-
Consumer installment and other	2,192	3,077	-

Impaired loans may include troubled debt restructured loans. Impaired loans at December 31, 2011, included \$3,126 thousand of restructured loans, which were on nonaccrual status. At December 31, 2010, the Company did not have any restructured loans included in impaired loans.

Impaired Loans
For the Year Ended
December 31, 2011

	Average Recorded Investment	Recognized Interest Income
	(In thousands)	
Commercial	\$14,315	\$586
Commercial real estate	37,873	1,740
Construction	18,436	455
Residential real estate	281	-
Consumer installment and other	2,578	43
Total	<u>\$73,483</u>	<u>\$2,824</u>

The following table provides information on troubled debt restructurings:

Troubled Debt Restructurings At December 31, 2011				
	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
	(In thousands)			
Commercial	2	\$326	\$321	\$-
Construction	1	3,183	3,126	1,794
Total	<u>3</u>	<u>\$3,509</u>	<u>\$3,447</u>	<u>\$1,794</u>

During the year ended December 31, 2011, the Company modified loans totaling \$3,509 thousand that were considered troubled debt restructurings. The concessions granted in the restructurings completed in 2011 largely consisted of modifications of payment terms extending maturity dates to allow for deferred principal repayment. All loans were performing in accordance with their restructured terms at December 31, 2011. There were no troubled debt restructurings during the year ended December 31, 2010.

The Company pledges loans to secure borrowings from the Federal Home Loan Bank (FHLB). At December 31, 2011, loans pledged to secure borrowing totaled \$69,145 thousand compared with \$137,954 thousand at December 31, 2010. The FHLB does not have the right to sell or repledge such loans.

There were no loans held for sale at December 31, 2011 and December 31, 2010.

Note 5: Concentration of Credit Risk

The Company's business activity is with customers in Northern and Central California. The loan portfolio is well diversified within the Company's geographic market, although the Company has significant credit arrangements that are secured by real estate collateral. In addition to real estate loans outstanding as disclosed in Note 4, the Company had loan commitments and standby letters of credit related to real estate loans of \$2,935 thousand and \$13,048 thousand at December 31, 2011 and 2010, respectively. The Company requires collateral on all real estate loans with loan-to-value ratios generally no greater than 75% on commercial real estate loans and no greater than 80% on residential real estate loans at origination.

Note 6: Premises and Equipment

Premises and equipment consisted of the following:

	At December 31,		
	Cost	Accumulated Depreciation and Amortization	Net Book Value
(In thousands)			
2011			
Land	\$11,233	\$—	\$11,233
Buildings and improvements.....	42,454	(22,987)	19,467
Leasehold improvements	5,963	(4,977)	986
Furniture and equipment	18,292	(13,430)	4,862
Total	<u>\$77,942</u>	<u>(\$41,394)</u>	<u>\$36,548</u>
2010			
Land	\$11,395	\$—	\$11,395
Buildings and improvements.....	42,783	(22,052)	20,731
Leasehold improvements	6,225	(5,308)	917
Furniture and equipment	16,364	(13,129)	3,235
Total	<u>\$76,767</u>	<u>(\$40,489)</u>	<u>\$36,278</u>

Depreciation of premises and equipment included in noninterest expense amounted to \$2,798 thousand in 2011, \$3,132 thousand in 2010 and \$3,311 thousand in 2009.

Note 7: Goodwill and Identifiable Intangible Assets

The Company has recorded goodwill and other identifiable intangibles associated with purchase business combinations. Goodwill is not amortized, but is periodically evaluated for impairment. The Company did not recognize impairment during the years ended December 31, 2011 and December 31, 2010. Identifiable intangibles are amortized to their estimated residual values over their expected useful lives. Such lives and residual values are also periodically reassessed to determine if any amortization period adjustments are indicated. During the year ended December 31, 2011 and December 31, 2010, no such adjustments were recorded.

The changes in the carrying value of goodwill were (in thousands):

December 31, 2009.....	\$121,699
Recognition of stock option tax benefits for the exercise of options converted upon merger	(26)
December 31, 2010	<u>\$121,673</u>
December 31, 2011	<u>\$121,673</u>

The gross carrying amount of intangible assets and accumulated amortization was:

	At December 31,			
	2011		2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
(In thousands)				
Core Deposit Intangibles	\$56,808	(\$30,070)	\$56,808	(\$24,719)
Merchant Draft Processing Intangible.....	10,300	(8,409)	10,300	(7,785)
Total Intangible Assets	<u>\$67,108</u>	<u>(\$38,479)</u>	<u>\$67,108</u>	<u>(\$32,504)</u>

As of December 31, 2011, the current year and estimated future amortization expense for intangible assets was as follows:

	At December 31, 2011		
	Core Deposit Intangibles	Merchant Draft Processing Intangible	Total
Twelve months ended December 31, 2011 (actual).....	\$5,351	\$624	\$5,975
Estimate for year ended December 31,		(In thousands)	
2012	4,868	500	5,368
2013	4,304	400	4,704
2014	3,946	324	4,270
2015	3,594	262	3,856
2016	3,292	212	3,504

Note 8: Deposits and Borrowed Funds

Deposits totaled \$4,249,921 thousand at December 31, 2011, compared with \$4,132,961 thousand at December 31, 2010. The following table provides additional detail regarding deposits.

	Deposits	
	At December 31,	
	2011	2010
	(In thousands)	
Noninterest bearing	\$1,562,254	\$1,454,663
Interest bearing:		
Transaction	734,988	718,885
Savings	1,148,178	1,063,837
Time	804,501	895,576
Total Deposits	<u>\$4,249,921</u>	<u>\$4,132,961</u>

Demand deposit overdrafts of \$3,087 thousand and \$2,939 thousand were included as loan balances at December 31, 2011 and 2010, respectively.

Unsecured debt financing and notes payable as of December 31 were as follows:

	At December 31,	
	2011	2010
	(In thousands)	
Senior fixed-rate note(1)	\$ 15,000	\$ 15,000
Subordinated fixed-rate note(2)	—	11,363
Total debt financing and notes payable — Parent.....	<u>\$ 15,000</u>	<u>\$ 26,363</u>

(1) Senior note, issued by the Company, originated in October 2003 and maturing October 31, 2013. Interest of 5.31% per annum is payable semiannually on April 30 and October 31, with original principal payment due at maturity.

(2) Subordinated debt, assumed by the Company March 1, 2005, originated February 22, 2001. Par amount \$10,000 thousand, interest of 10.2% per annum, payable semiannually. Scheduled maturity was February 22, 2031. The Company redeemed in August, 2011.

The senior note is subject to financial covenants requiring the Company to maintain, at all times, certain minimum levels of consolidated tangible net worth and maximum levels of capital debt. The Company believes it is in compliance with all of the covenants in the senior note indenture as of December 31, 2011.

Short-term borrowed funds include federal funds purchased, business customers' sweep accounts, outstanding amounts under a \$35 million unsecured line of credit, and securities sold under repurchase agreements which are held in the custody of independent securities brokers. Interest expense for time deposits with balances in excess of \$100 thousand was \$2,296 thousand in 2011 and \$3,406 thousand in 2010.

The following table summarizes deposits and borrowed funds of the Company for the periods indicated:

	2011			2010		
	Balance At December 31, (Dollars in thousands)	Average Balance	Weighted Average Rate	Balance At December 31, (Dollars in thousands)	Average Balance	Weighted Average Rate
Time deposits over \$100 thousand	\$536,836	\$535,866	0.43%	\$553,929	\$550,810	0.61%
Sweep accounts	114,777	102,031	0.15	105,237	101,690	0.32
Federal Home Loan Bank advances	26,023	41,741	1.25	61,698	34,378	1.25
Term repurchase agreement.....	10,000	3,945	0.98	—	94,842	1.61
Securities sold under repurchase agreements.....	912	1,096	0.21	1,148	2,314	0.42
Line of credit	—	1,933	2.95	1,000	3,817	3.42
Federal funds purchased	—	96	0.11	—	—	—

	For the years ended December 31,	
	2011	2010
	Highest Balance at Any Month-end	Highest Balance at Any Month-end
	(In thousands)	
Sweep accounts.....	\$114,777	\$116,179
Federal Home Loan Bank advances	61,619	72,016
Line of credit	10,150	9,200
Term repurchase agreement.....	10,000	99,920
Securities sold under repurchase agreements.....	1,194	3,380
Federal funds purchased	—	—

Note 9: Shareholders' Equity

On February 13, 2009, the Company issued to the United States Department of the Treasury (the "Treasury") 83,726 shares of Series A Fixed Rate Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock"), having a liquidation preference of \$1,000 per share. The structure of the Series A Preferred Stock included cumulative dividends at a rate of 5% per year for the first five years and thereafter at a rate of 9% per year. On September 2, 2009 and November 18, 2009, the Company redeemed 41,863 shares and 41,863 shares, respectively, of its Series A Preferred Stock at \$1,000 per share. Prior to redemption, under the terms of the Series A Preferred Stock, the Company could not declare or pay any dividends or make any distribution on its common stock, other than regular quarterly cash dividends not exceeding \$0.35 per share or dividends payable only in shares of its common stock, or repurchase its common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances specified in the Securities Purchase Agreement with the Treasury. The Treasury, as part of the preferred stock issuance, received a warrant to purchase 246,640 shares of the Company's common stock at an exercise price of \$50.92 per share. The proceeds from Treasury were allocated based on the relative fair value of the warrant as compared with the fair value of the preferred stock. The fair value of the warrant was determined using a valuation model which incorporates assumptions including the Company's common stock price, dividend yield, stock price volatility, the risk-free interest rate, and other assumptions. The Company allocated \$1,207 thousand of the proceeds from the Series A Preferred Stock to the warrant. The discount on the preferred stock was accreted to par value during the term the Series A Preferred Stock was outstanding, and reported as a reduction to net income applicable to common equity over that period.

The Company grants stock options and restricted performance shares to employees in exchange for employee services, pursuant to the shareholder-approved 1995 Stock Option Plan, which was amended and restated in 2003. Stock options are granted with an exercise price equal to the fair market value of the related common stock on the grant date and generally become exercisable in equal annual installments over a three-year period with each installment vesting on the anniversary date of the grant. Each stock option has a maximum ten-year term. A restricted performance share grant becomes vested after three years of being awarded, provided the Company has attained its performance goals for such three-year period.

The following table summarizes information about stock options granted under the Plans as of December 31, 2011. The intrinsic value is calculated as the difference between the market value as of December 31, 2011 and the exercise price of the shares. The market value as of December 31, 2011 was \$43.90 as reported by the NASDAQ Global Select Market:

Range of Exercise Price	Options Outstanding				Options Exercisable			
	Number Outstanding at 12/31/2011 (in thousands)	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Life (yrs)	Weighted Average Exercise Price	Number Exercisable at 12/31/2011 (in thousands)	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Life (yrs)	Weighted Average Exercise Price
40 - 45	476	\$692	3.2	\$42	408	\$692	2.6	\$41
45 - 50	587	—	3.7	49	587	—	3.7	49
50 - 55	955	—	5.0	52	682	—	3.4	52
55 - 60	258	—	8.1	57	86	—	8.1	57
\$40 - 60	<u>2,276</u>	<u>\$692</u>	4.6	49	<u>1,763</u>	<u>\$692</u>	3.5	49

The Company applies the Roll-Geske option pricing model (Modified Roll) to determine grant date fair value of stock option grants. This model modifies the Black-Scholes Model to take into account dividends and American options. During the twelve months ended December 31, 2011, 2010 and 2009, the Company granted 275 thousand, 296 thousand, and 246 thousand stock options, respectively. The following weighted average assumptions were used in the option pricing to value stock options granted in the periods indicated:

For the twelve months ended December 31,	2011	2010	2009
Expected volatility*1	18%	17%	18%
Expected life in years*2	4.7	4.5	4.0
Risk-free interest rate*3	1.83%	2.15%	1.25%
Expected dividend yield	3.14%	2.44%	3.41%
Fair value per award	<u>\$5.55</u>	<u>\$6.77</u>	<u>\$4.51</u>

*1 Measured using daily price changes of Company's stock over respective expected term of the option and the implied volatility derived from the market prices of the Company's stock and traded options.

*2 The number of years that the Company estimates that the options will be outstanding prior to exercise

*3 The risk-free rate over the expected life based on the US Treasury yield curve in effect at the time of the grant

Employee stock option grants are being expensed by the Company over the grants' three year vesting period. The Company issues new shares upon the exercise of options. The number of shares authorized to be issued for options is 4,061 thousand.

A summary of option activity during the twelve months ended December 31, 2011 is presented below:

	Shares (In Thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)
Outstanding at January 1, 2011	2,417	\$47.85	
Granted	275	50.76	
Exercised	(360)	39.93	
Forfeited or expired	(56)	52.33	
Outstanding at December 31, 2011	<u>2,276</u>	49.34	4.6
Exercisable at December 31, 2011	<u>1,763</u>	48.65	3.5

A summary of the Company's nonvested option activity during the twelve months ended December 31, 2011 is presented below:

	Shares (In Thousands)	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2011	484	
Granted	275	
Vested	(229)	
Forfeited.....	<u>(17)</u>	
Nonvested at December 31, 2011	<u>513</u>	\$5.82

The weighted average estimated grant date fair value for options granted under the Company's stock option plan during the twelve months ended December 31, 2011, 2010 and 2009 was \$5.55, \$6.77 and \$4.51 per share, respectively. The total remaining unrecognized compensation cost related to nonvested awards as of December 31, 2011 is \$1,623 thousand and the weighted average period over which the cost is expected to be recognized is 1.6 years .

The total intrinsic value of options exercised during the twelve months ended December 31, 2011, 2010 and 2009 was \$2,309 thousand, \$5,652 thousand and \$8,873 thousand, respectively. The total fair value of RPSs that vested during the twelve months ended December 31, 2011, 2010 and 2009 was \$1,197 thousand, \$594 thousand and \$443 thousand, respectively. The total fair value of options vested during the twelve months ended December 31, 2011, 2010 and 2009 was \$1,381 thousand, \$1,129 thousand and \$1,191 thousand, respectively. The (decrease) or increase in tax benefits recognized for the tax deductions from the exercise of options totaled \$(248) thousand, \$1,004 thousand and \$2,188 thousand, respectively, for the twelve months ended December 31, 2011, 2010 and 2009.

A summary of the status of the Company's restricted performance shares as of December 31, 2011 and 2010 and changes during the twelve months ended on those dates, follows (in thousands):

	2011	2010
Outstanding at January 1,	55	49
Granted.....	20	17
Issued upon vesting.....	(24)	(10)
Forfeited.....	<u>(1)</u>	<u>(1)</u>
Outstanding at December 31,	<u>50</u>	<u>55</u>

As of December 31, 2011 and 2010, the restricted performance shares had a weighted-average contractual life of 1.1 years and 1.1 years, respectively. The compensation cost that was charged against income for the Company's restricted performance shares granted was \$540 thousand and \$910 thousand for the twelve months ended December 31, 2011 and 2010, respectively. There were no stock appreciation rights or incentive stock options granted in the twelve months ended December 31, 2011 and 2010.

The Company repurchases and retires its common stock in accordance with Board of Directors approved share repurchase programs. At December 31, 2011, approximately 1,369 thousand shares remained available to repurchase under such plans.

Shareholders have authorized two additional classes of stock of one million shares each, to be denominated "Class B Common Stock" and "Preferred Stock," respectively, in addition to the 150 million shares of common stock presently authorized. At December 31, 2011, no shares of Class B Common Stock or Preferred Stock were outstanding.

In December 1986, the Company declared a dividend distribution of one common share purchase right (the "Right") for each outstanding share of common stock. The Rights expired on December 31, 2009.

Note 10: Risk-Based Capital

The Company and the Bank are subject to various regulatory capital adequacy requirements administered by federal and state agencies. The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") required that regulatory agencies adopt regulations defining five capital tiers for banks: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Failure to meet minimum capital requirements can initiate discretionary actions by regulators that, if undertaken, could have a direct, material effect on the Company's financial statements. Quantitative

measures, established by the regulators to ensure capital adequacy, require that the Company and the Bank maintain minimum ratios of capital to risk-weighted assets. There are two categories of capital under the guidelines. Tier 1 capital includes common shareholders' equity and qualifying preferred stock less goodwill, identifiable intangible assets, and other adjustments including the unrealized net gains and losses, after taxes, on available for sale securities. Tier 2 capital includes preferred stock not qualifying for Tier 1 capital, mandatory convertible debt, subordinated debt, certain unsecured senior debt and the allowance for loan losses, subject to limitations within the guidelines. Under the guidelines, capital is compared to the relative risk of the balance sheet, derived from applying one of four risk weights (0%, 20%, 50% and 100%) to various categories of balance sheet assets and unfunded commitments to extend credit, primarily based on the credit risk of the counterparty. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weighting and other factors.

As of December 31, 2011, the Company and the Bank met all capital adequacy requirements to which they are subject.

The most recent notification from the Federal Reserve Board categorized the Company and the Bank as well capitalized under the FDICIA regulatory framework for prompt corrective action. To be well capitalized, the institution must maintain a total risk-based capital ratio as set forth in the following table and not be subject to a capital directive order. Since that notification, there are no conditions or events that Management believes have changed the risk-based capital category of the Company or the Bank.

The following tables show capital ratios for the Company and the Bank as of December 31, 2011 and 2010:

At December 31, 2011	For Capital Adequacy Purposes		To Be Well Capitalized Under the FDICIA Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio
(Dollars in thousands)				
Total Capital (to risk-weighted assets)				
Consolidated Company	\$444,659	15.83%	\$224,664	8.00%
Westamerica Bank.....	424,446	15.32%	221,578	8.00%
Tier 1 Capital (to risk-weighted assets)				
Consolidated Company	408,266	14.54%	112,332	4.00%
Westamerica Bank.....	383,375	13.84%	110,789	4.00%
Leverage Ratio *				
Consolidated Company	408,266	8.38%	194,969	4.00%
Westamerica Bank.....	383,375	7.93%	193,406	4.00%

At December 31, 2010	For Capital Adequacy Purposes		To Be Well Capitalized Under the FDICIA Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio
(Dollars in thousands)				
Total Capital (to risk-weighted assets)				
Consolidated Company	\$449,876	15.50%	\$232,144	8.00%
Westamerica Bank.....	438,872	15.33%	229,032	8.00%
Tier 1 Capital (to risk-weighted assets)				
Consolidated Company	412,463	14.21%	116,072	4.00%
Westamerica Bank.....	397,054	13.87%	114,516	4.00%
Leverage Ratio *				
Consolidated Company	412,463	8.44%	195,580	4.00%
Westamerica Bank.....	397,054	8.19%	194,006	4.00%

* The leverage ratio consists of Tier 1 capital divided by average assets, excluding certain intangible assets, during the most recent calendar quarter. The minimum leverage ratio guideline is 3.00% for banking organizations that do not anticipate significant growth and that have well-diversified risk, excellent asset quality, high liquidity, good earnings and, in general, are considered top-rated, strong banking organizations.

FDIC-covered assets are included in the 20% risk-weight category until the loss-sharing agreements terminate; the residential loss-sharing agreement expires February 6, 2019 and the non-residential loss-sharing agreement expires (as to losses) February 6, 2014.

Note 11: Income Taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the amounts reported in the financial statements of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Amounts for the current year are based upon estimates and assumptions as of the date of these financial statements and could vary significantly from amounts shown on the tax returns as filed.

The components of the net deferred tax asset are as follows:

	At December 31,	
	2011	2010
	(In thousands)	
Deferred tax asset		
Allowance for credit losses	\$14,683	\$15,948
State franchise taxes	4,584	4,686
Deferred compensation	12,677	13,329
Real estate owned	1,177	379
Estimated loss on acquired assets	16,193	21,239
Post retirement benefits	1,236	1,354
Employee benefit accruals	1,141	1,141
VISA Class B shares	866	—
Limited partnership investments	993	1,430
Impaired capital assets	21,058	21,129
Capital loss carryforward	548	794
Premises and equipment	242	216
Other	587	1,566
Subtotal deferred tax asset	75,985	83,211
Valuation allowance	—	—
Total deferred tax asset	75,985	83,211
Deferred tax liability		
Net deferred loan fees	500	402
Intangible assets	11,296	13,611
Securities available for sale	8,404	368
Leases	934	1,024
Gain on acquired net assets	2,734	3,621
FDIC indemnification receivable	14,103	15,729
Other	399	393
Total deferred tax liability	38,370	35,148
Net deferred tax asset	\$37,615	\$48,063

Based on Management's judgment, a valuation allowance is not needed to reduce the gross deferred tax asset because it is more likely than not that the gross deferred tax asset will be realized through recoverable taxes or future taxable income. In making such determination, Management considered future income from FDIC indemnification payments that will be realized as losses on acquired assets are realized. Net deferred tax assets are included with interest receivable and other assets in the Consolidated Balance Sheets.

The provision for federal and state income taxes consists of amounts currently payable and amounts deferred are as follows:

	For the Years Ended December 31,		
	2011	2010	2009
	(In thousands)		
Current income tax expense:			
Federal	\$18,393	\$34,531	\$27,595
State	13,322	13,075	14,196
Total current	<u>31,715</u>	<u>47,606</u>	<u>41,791</u>
Deferred income tax (benefit) expense:			
Federal	1,839	(10,155)	11,884
State	(626)	(606)	4,203
Total deferred	<u>1,213</u>	<u>(10,761)</u>	<u>16,087</u>
Provision for income taxes	<u>\$32,928</u>	<u>\$36,845</u>	<u>\$57,878</u>

The provision for income taxes differs from the provision computed by applying the statutory federal income tax rate to income before taxes, as follows:

	For the Years Ended December 31,		
	2011	2010	2009
	(In thousands)		
Federal income taxes due at statutory rate	\$42,285	\$45,998	\$64,157
Reductions in income taxes resulting from:			
Interest on state and municipal securities and loans not taxable for federal income tax purposes	(12,423)	(11,875)	(12,742)
State franchise taxes, net of federal income tax benefit	8,252	8,104	11,959
Limited partnerships	(3,560)	(3,521)	(3,233)
Dividend received deduction	(25)	(21)	(32)
Cash value life insurance	(728)	(953)	(715)
Other	(873)	(887)	(1,516)
Provision for income taxes	<u>\$32,928</u>	<u>\$36,845</u>	<u>\$57,878</u>

At December 31, 2011, the company had no net operating loss and general tax credit carryforwards for tax return purposes.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits follow:

	2011	2010
	(In thousands)	
Balance at January 1,	\$259	\$241
Additions for tax positions taken in the current period	131	86
Reductions for tax positions taken in the current period	—	—
Additions for tax positions taken in prior years	232	43
Reductions for tax positions taken in prior years	—	—
Decreases related to settlements with taxing authorities	—	—
Decreases as a result of a lapse in statute of limitations	(126)	(111)
Balance at December 31,	<u>\$496</u>	<u>\$259</u>

The Company does not anticipate any significant increase or decrease in unrecognized tax benefits during 2012. Unrecognized tax benefits at December 31, 2011 and 2010 include accrued interest and penalties of \$43 thousand and \$26 thousand, respectively. If recognized, the entire amount of the unrecognized tax benefits would affect the effective tax rate.

The Company classifies interest and penalties as a component of the provision for income taxes. The tax years ended December 31, 2011, 2010, 2009 and 2008 remain subject to examination by the Internal Revenue Service. The tax years ended December 31, 2011, 2010, 2009, 2008 and 2007 remain subject to examination by the California Franchise Tax Board. The deductibility of these tax positions will be determined through examination by the appropriate tax jurisdictions or the expiration of the tax statute of limitations.

Note 12: Fair Value Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Available for sale investment securities are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as certain loans held for investment and other assets. These nonrecurring fair value adjustments typically involve the lower-of-cost-or-fair value accounting or impairment or write-down of individual assets.

In accordance with the Fair Value Measurement and Disclosure topic of the Codification, the Company bases its fair values on the price that would be received to sell an asset or paid to transfer a liability in the principal market or most advantageous market for an asset or liability in an orderly transaction between market participants on the measurement date. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active exchange markets, such as the New York Stock Exchange. Level 1 includes U.S. Treasury and federal agency securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. Level 2 includes mortgage-backed securities, municipal bonds and residential collateralized mortgage obligations as well as other real estate owned and impaired loans collateralized by real property where the fair value is generally based upon independent market prices or appraised values of the collateral.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques. Level 3 includes those impaired loans collateralized by business assets where the expected cash flow has been used in determining the fair value.

Assets Recorded at Fair Value on a Recurring Basis

The table below presents assets measured at fair value on a recurring basis.

	At December 31, 2011			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
U.S. Treasury securities	\$3,596	\$3,596	\$ -	\$ -
Securities of U.S. Government sponsored entities	117,472	117,472	-	-
Municipal bonds:				
Federally Tax-exempt - California	80,307	-	80,307	-
Federally Tax-exempt - 27 other states	159,031	-	159,031	-
Taxable - California	1,345	-	1,345	-
Taxable - 1 other state	5,410	-	5,410	-
Residential mortgage-backed securities ("MBS"):				
Guaranteed by GNMA	37,112	-	37,112	-
Issued by FNMA and FHLMC	53,296	-	53,296	-
Residential collateralized mortgage obligations:				
Issued or guaranteed by FNMA, FHLMC, or GNMA	46,130	-	46,130	-
All other	5,034	-	5,034	-
Commercial mortgage-backed securities	4,530	-	4,530	-
Asset-backed securities - government guaranteed student loans	7,306	-	7,306	-
FHLMC and FNMA stock	1,847	1,847	-	-
Corporate securities	112,199	-	112,199	-
Other securities	4,138	2,186	1,952	-
Total securities available for sale	<u>\$638,753</u>	<u>\$125,101</u>	<u>\$513,652</u>	<u>\$ -</u>

There were no significant transfers in or out of Levels 1 and 2 for the twelve months ended December 31, 2011.

	At December 31, 2010			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
U.S. Treasury securities	\$3,542	\$3,542	\$ -	\$ -
Securities of U.S. Government sponsored entities	172,877	172,877	-	-
Municipal bonds:				
Federally Tax-exempt - California	83,616	-	83,616	-
Federally Tax-exempt - 29 other states	170,741	-	170,741	-
Taxable - California	6,276	-	6,276	-
Taxable - 1 other state	500	-	500	-
Residential mortgage-backed securities ("MBS"):				
Guaranteed by GNMA	43,557	-	43,557	-
Issued by FNMA and FHLMC	66,272	-	66,272	-
Residential collateralized mortgage obligations:				
Issued or guaranteed by FNMA, FHLMC, or GNMA	18,010	-	18,010	-
All other	7,593	-	7,593	-
Commercial mortgage-backed securities	5,065	-	5,065	-
Asset-backed securities - government guaranteed student loans	8,286	-	8,286	-
FHLMC and FNMA stock	655	655	-	-
Corporate securities	79,191	-	79,191	-
Other securities	5,303	3,342	1,961	-
Total securities available for sale	\$671,484	\$180,416	\$491,068	\$ -

Assets Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis that were still held in the balance sheet at December 31, 2011 and 2010, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related assets at period end.

	At December 31, 2011				
	Fair Value	Level 1	Level 2	Level 3	Total Losses
	(In thousands)				
Non-covered other real estate owned (1)	\$6,350	\$ -	\$6,350	\$ -	(\$1,000)
Covered other real estate owned (2)	10,695	-	10,695	-	(578)
Originated impaired loans (3)	2,502	-	2,502	-	-
Total assets measured at fair value on a nonrecurring basis	\$19,547	\$ -	\$19,547	\$ -	(\$1,578)

	At December 31, 2010				
	Fair Value	Level 1	Level 2	Level 3	Total Losses
	(In thousands)				
Non-covered other real estate owned (1)	\$1,863	\$ -	\$1,863	\$ -	(\$664)
Originated impaired loans (3)	4,780	-	4,780	-	(829)
Total assets measured at fair value on a nonrecurring basis	\$6,643	\$ -	\$6,643	\$ -	(\$1,493)

(1) Represents the fair value of foreclosed real estate owned that was measured at fair value subsequent to their initial classification as foreclosed assets.

(2) Represents the fair value of foreclosed real estate owned that is covered by the Indemnification Agreement with the FDIC where the real estate was written down subsequent to its initial classification as foreclosed assets. Total losses are reduced by the 80% indemnified loss percentage.

(3) Represents carrying value of loans for which adjustments are predominantly based on the appraised value of the collateral and loans considered impaired under FASB ASC 310-10-35, Subsequent Measurement of Receivables, where a specific reserve has been established or a chargeoff has been recorded.

Disclosures about Fair Value of Financial Instruments

The following section describes the valuation methodologies used by the Company for estimating fair value of financial instruments not recorded at fair value.

Cash and Due from Banks The carrying amount of cash and amounts due from banks approximate fair value due to the relatively short period of time between their origination and their expected realization.

Money Market Assets The carrying amount of money market assets approximate fair value due to the relatively short period of time between their origination and their expected realization.

Investment Securities Held to Maturity The fair values of investment securities were estimated using quoted prices as described above for Level 1 and Level 2 valuation.

Loans Loans were separated into two groups for valuation. Variable rate loans, except for those described below, which reprice frequently with changes in market rates were valued using historical cost. Fixed rate loans and variable rate loans that have reached their minimum contractual interest rates were valued by discounting the future cash flows expected to be received from the loans using current interest rates charged on loans with similar characteristics. Additionally, the allowance for loan losses of \$32,597 thousand at December 31, 2011 and \$35,636 thousand at December 31, 2010 and the fair value discount due to credit default risk associated with purchased covered and purchased non-covered loans of \$46,282 thousand and \$10,211 thousand, respectively at December 31, 2011 and purchased covered and purchased non-covered loans of \$61,784 thousand and \$32,382 thousand, respectively at December 31, 2010 were applied against the estimated fair values to recognize estimated future defaults of contractual cash flows. The Company does not consider these values to be a liquidation price for the loans.

FDIC Receivable The fair value of the FDIC receivable recorded in Other Assets was estimated by discounting estimated future cash flows using current market rates for financial instruments with similar characteristics.

Deposit Liabilities The carrying amount of checking accounts, savings accounts and money market accounts approximates fair value due to the relatively short period of time between their origination and their expected realization. The fair values of time deposits were estimated by discounting estimated future cash flows related to these financial instruments using current market rates for financial instruments with similar characteristics.

Short-Term Borrowed Funds The carrying amount of securities sold under agreement to repurchase and other short-term borrowed funds approximate fair value due to the relatively short period of time between their origination and their expected realization. The fair values of term repurchase agreements were estimated by using interpolated yields for financial instruments with similar characteristics.

Term Repurchase Agreement The fair value of the term repurchase agreement was estimated by using interpolated yields for financial instruments with similar characteristics.

Federal Home Loan Bank Advances The fair values of FHLB advances were estimated by using interpolated yields for financial instruments with similar characteristics.

Debt Financing and Notes Payable The fair values of debt financing and notes payable were estimated by using interpolated yields for financial instruments with similar characteristics.

Restricted Performance Share Grants The fair value of liabilities for unvested restricted performance share grants recorded in Other Liabilities were estimated using quoted prices as described above for Level 1 valuation.

The table below is a summary of fair value estimates for financial instruments, excluding financial instruments recorded at fair value on a recurring basis. The values assigned do not necessarily represent amounts which ultimately may be realized. In addition, these values do not give effect to discounts to fair value which may occur when financial instruments are sold in larger quantities. The carrying amounts in the following table are recorded in the balance sheet under the indicated captions.

The Company has not included assets and liabilities that are not financial instruments, such as goodwill, long-term relationships with deposit, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other assets and liabilities. The total estimated fair values do not represent, and should not be construed to represent, the underlying value of the Company.

	At December 31, 2011		At December 31, 2010	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
(In thousands)				
Financial Assets				
Cash and due from banks	\$530,045	\$530,045	\$338,793	\$338,793
Money market assets	-	-	392	392
Investment securities held to maturity	922,803	947,493	580,728	594,711
Loans	2,491,209	2,515,095	2,886,448	2,923,612
Other assets - FDIC receivable	40,113	40,046	44,738	44,353
Financial Liabilities				
Deposits	4,249,921	4,192,633	4,132,961	4,135,113
Short-term borrowed funds	115,689	115,689	107,385	107,385
Term repurchase agreement	10,000	10,242	-	-
Federal Home Loan Bank advances	26,023	26,532	61,698	61,833
Debt financing and notes payable	15,000	15,222	26,363	26,811
Other liabilities - restricted performance share grants	1,626	1,626	2,259	2,259

The majority of the Company's standby letters of credit and other commitments to extend credit carry current market interest rates if converted to loans. No premium or discount was ascribed to these commitments because virtually all funding would be at current market rates.

Note 13: Lease Commitments

Thirty-three banking offices and a centralized administrative service center are owned and seventy-four facilities are leased. Substantially all the leases contain multiple renewal options and provisions for rental increases, principally for cost of living index. The Company also leases certain pieces of equipment.

Minimum future rental payments under noncancelable operating leases are as follows:

	At December 31, 2011
	(In thousands)
2012	\$8,954
2013	7,882
2014	5,893
2015	4,191
2016	1,191
Thereafter.....	892
Total minimum lease payments	<u>\$29,003</u>

The total minimum lease payments have not been reduced by minimum sublease rentals of \$8,554 thousand due in the future under noncancelable subleases. Total rentals for premises, net of sublease income, included in noninterest expense were \$7,759 thousand in 2011, \$6,862 thousand in 2010 and \$7,196 thousand in 2009. During 2009, the Company was obligated to pay monthly lease payments on County facilities until vacated.

Note 14: Commitments and Contingent Liabilities

Loan commitments are agreements to lend to a customer provided there is no violation of any condition established in the agreement. Commitments generally have fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future funding requirements. Loan commitments are subject to the Company's normal credit policies and collateral requirements. Unfunded loan commitments were \$348,621 thousand and \$422,677 thousand at December 31, 2011 and 2010, respectively. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Standby letters of credit are primarily issued to support customers' short-term financing requirements and must meet the Company's normal credit policies and collateral requirements. Standby letters of credit outstanding totaled \$27,221 thousand and \$25,458 thousand at December 31, 2011 and 2010, respectively. The Company also had commitments for commercial and similar letters of credit of \$454 thousand and \$3,351 thousand at December 31, 2011 and 2010, respectively.

During 2007, the Visa Inc. ("Visa") organization of affiliated entities announced that it completed restructuring transactions in preparation for an initial public offering planned for early 2008, and, as part of those transactions, the Bank's membership interest in Visa U.S.A. was exchanged for an equity interest in Visa Inc., in the form of Class B common stock. In accordance with Visa's by-laws, the Bank and other Visa U.S.A. member banks are obligated to share in Visa's litigation obligations which existed at the time of the restructuring transactions. A litigation escrow account is maintained by Visa for these obligations. When Visa funds the litigation escrow account, the Class B common shares become convertible into fewer Class A common shares through a corresponding adjustment to the conversion rate applicable to the Class B common shares.

Due to the nature of its business, the Company is subject to various threatened or filed legal cases. Based on the advice of legal counsel, the Company does not expect such cases will have a material, adverse effect on its financial position or results of operations. Legal costs related to covered assets are eighty percent indemnified under loss-sharing agreements with the FDIC if certain conditions are met.

Note 15: Retirement Benefit Plans

The Company sponsors a defined contribution Deferred Profit-Sharing Plan covering substantially all of its salaried employees with one or more years of service. The costs charged to noninterest expense related to benefits provided by the Deferred Profit-Sharing Plan were \$1,200 thousand in 2011, \$1,740 thousand in 2010 and \$1,176 thousand in 2009.

In addition to the Deferred Profit-Sharing Plan, all salaried employees are eligible to participate in the Tax Deferred Savings/Retirement Plan (ESOP) upon completion of a 90-day introductory period. The Tax Deferred Savings/ Retirement Plan (ESOP) allows employees to defer, on a pretax basis, a portion of their salaries as contributions to this Plan. Participants may invest in several funds, including one fund that invests exclusively in Westamerica Bancorporation stock. The matching contributions charged to compensation expense were \$1,283 thousand in 2011, \$1,377 thousand in 2010 and \$1,353 thousand in 2009.

The Company offers a continuation of group insurance coverage to eligible employees electing early retirement, for the period from the date of retirement until age 65. For eligible employees the Company pays a portion of these early retirees' insurance premiums which are determined at their date of retirement. The Company reimburses a portion of Medicare Part B premiums for all qualifying retirees over age 65 and their spouses. Eligibility for post-retirement medical benefits is based on age and years of service, and restricted to employees hired prior to February 1, 2006. The Company uses an actuarial-based accrual method of accounting for post-retirement benefits.

The Company used a December 31 measurement date for determining post-retirement medical benefit calculations.

The following tables set forth the net periodic post-retirement benefit cost for the years ended December 31 and the funded status of the post-retirement benefit plan and the change in the benefit obligation as of December 31:

Net Periodic Benefit Cost

	At December 31,		
	2011	2010	2009
	(In thousands)		
Service cost.....	(\$35)	(\$371)	(\$357)
Interest cost.....	175	193	210
Amortization of unrecognized transition obligation.....	61	61	61
Net periodic cost (benefit).....	201	(117)	(86)

Other Changes in Benefit Obligations Recognized in Other Comprehensive Income

Amortization of unrecognized transition obligation, net of tax.....	(36)	(36)	(36)
Total recognized in net periodic cost (benefit) and accumulated other comprehensive income.....	\$165	(\$153)	(\$122)

The remaining transition obligation cost for this post-retirement benefit plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$61 thousand.

Obligation and Funded Status

	For the years ended December 31,		
	2011	2010	2009
	(In thousands)		
Change in benefit obligation			
Benefit obligation at beginning of year.....	\$3,178	\$3,519	\$3,813
Service cost.....	(35)	(371)	(357)
Interest cost.....	175	193	210
Benefits paid.....	(201)	(163)	(147)
Benefit obligation at end of year.....	\$3,117	\$3,178	\$3,519
Accumulated post retirement benefit obligation attributable to:			
Retirees.....	\$2,363	\$1,990	\$2,241
Fully eligible participants.....	537	951	1,044
Other.....	217	237	234
Total.....	\$3,117	\$3,178	\$3,519
Fair value of plan assets.....	\$—	\$—	\$—
Accumulated post retirement benefit obligation in excess of plan assets.....	\$3,117	\$3,178	\$3,519

Additional Information

Assumptions

	At December 31,		
	2011	2010	2009
Weighted-average assumptions used to determine benefit obligations as of December 31			
Discount rate.....	4.60%	5.50%	5.50%
Weighted-average assumptions used to determine net periodic benefit cost as of December 31			
Discount rate.....	5.50%	5.50%	5.80%

The above discount rate is based on the Corporate AA Moody's bond rate, the term of which approximates the term of the benefit obligations. The Company reserves the right to terminate or alter post-employment health benefits, which is considered in estimating the increase in the cost of providing such benefits. The assumed annual average rate of inflation used to measure the expected cost of benefits covered by the plan was 4.50% for 2012 and beyond.

Assumed benefit inflation rates have a significant effect on the amounts reported for health care plans. A one percentage point change in the assumed benefit inflation rate would have the following effect on 2011 results:

	One Percentage Point Increase	One Percentage Point Decrease
	(In thousands)	
Effect on total service and interest cost components	\$101	(\$86)
Effect on post-retirement benefit obligation	397	(331)
Estimated future benefit payments		
(In thousands)		
2012		\$201
2013		191
2014		181
2015		171
2016		161
Years 2017-2021		653

Note 16: Related Party Transactions

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Company in the ordinary course of business. With the exception of the Company's Employee Loan Program, all outstanding loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, did not involve more than a normal risk of collectability, and did not present other favorable features. As part of the Employee Loan Program, all employees, including executive officers, are eligible to receive mortgage loans at one percent below Westamerica Bank's prevailing interest rate at the time of loan origination. All loans to executive officers under the Employee Loan Program are made by Westamerica Bank in compliance with the applicable restrictions of Section 22(h) of the Federal Reserve Act.

The table below reflects information concerning loans to certain directors and executive officers and/or family members during 2011 and 2010:

	2011	2010
	(In thousands)	
Beginning balance	\$1,199	\$1,196
Originations	85	129
Principal reductions	(185)	(126)
At December 31,	\$1,099	\$1,199
Percent of total loans outstanding	0.04%	0.04%

Note 17: Regulatory Matters

Payment of dividends to the Company by the Bank is limited under regulations for state chartered banks. The amount that can be paid in any calendar year, without prior approval from regulatory agencies, cannot exceed the net profits (as defined) for the preceding three calendar years less dividends paid. Under this regulation, the Bank was not required to obtain approval for dividends paid to the Company during 2011. The Company consistently has paid quarterly dividends to its shareholders since its formation in 1972. As of December 31, 2011, \$166,437 thousand was available for payment of dividends by the Company to its shareholders.

The Bank is required to maintain reserves with the Federal Reserve Bank equal to a percentage of its reservable deposits. The Bank's daily average on deposit at the Federal Reserve Bank was \$314,980 thousand in 2011 and \$215,609 thousand in 2010, which amounts meet or exceed the Bank's required reserves.

Note 18: Other Comprehensive Income

The components of other comprehensive income (loss) and other related tax effects were:

	2011		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Securities available for sale:			
Net unrealized gains arising during the year.....	\$19,282	(\$8,108)	\$11,174
Reclassification of gains (losses) included in net income.....	—	—	—
Net unrealized gains arising during the year.....	19,282	(8,108)	11,174
Post-retirement benefit obligation.....	61	(25)	36
Other comprehensive income	<u>\$19,343</u>	<u>(\$8,133)</u>	<u>\$11,210</u>
	2010		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Securities available for sale:			
Net unrealized losses arising during the year.....	(\$6,197)	\$2,606	(\$3,591)
Reclassification of gains (losses) included in net income.....	—	—	—
Net unrealized losses arising during the year.....	(6,197)	2,606	(3,591)
Post-retirement benefit obligation.....	61	(25)	36
Other comprehensive loss.....	<u>(\$6,136)</u>	<u>\$2,581</u>	<u>(\$3,555)</u>
	2009		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Securities available for sale:			
Net unrealized gains arising during the year.....	\$4,552	(\$1,914)	\$2,638
Reclassification of gains (losses) included in net income.....	—	—	—
Net unrealized gains arising during the year.....	4,552	(1,914)	2,638
Post-retirement benefit obligation.....	61	(25)	36
Other comprehensive income	<u>\$4,613</u>	<u>(\$1,939)</u>	<u>\$2,674</u>

Cumulative other comprehensive income (loss) balances were:

	Post-retirement Benefit Obligation	Net Unrealized gains(losses) on securities	Cumulative Other Comprehensive Income (Loss)
	(In thousands)		
Balance, December 31, 2008	(\$322)	\$1,362	\$1,040
Net change.....	36	2,638	2,674
Balance, December 31, 2009	(286)	4,000	3,714
Net change.....	36	(3,591)	(3,555)
Balance, December 31, 2010	(250)	409	159
Net change.....	36	11,174	11,210
Balance, December 31, 2011	<u>(\$214)</u>	<u>\$11,583</u>	<u>\$11,369</u>

Note 19: Earnings Per Common Share

The table below shows earnings per common share and diluted earnings per common share. Basic earnings per common share are computed by dividing net income applicable to common equity by the average number of common shares outstanding during the period. Diluted earnings per common share are computed by dividing net income applicable to common equity by the average number of common shares outstanding during the period plus the impact of common stock equivalents.

	2011	2010	2009
	(In thousands, except per share data)		
Net income.....	\$87,888	\$94,577	\$125,426
Less: Preferred stock dividends and discount accretion	—	—	3,963
Net income applicable to common equity (numerator)	\$87,888	\$94,577	\$121,463
Basic earnings per common share			
Weighted average number of common shares outstanding — basic (denominator)	28,628	29,166	29,105
Basic earnings per common share.....	\$3.07	\$3.24	\$4.17
Diluted earnings per common share			
Weighted average number of common shares outstanding — basic	28,628	29,166	29,105
Add exercise of options reduced by the number of shares that could have been purchased with the proceeds of such exercise.....	114	305	248
Weighted average number of common shares outstanding — diluted (denominator)	28,742	29,471	29,353
Diluted earnings per common share.....	\$3.06	\$3.21	\$4.14

For the years ended December 31, 2011, 2010, and 2009, options to purchase 1,553 thousand, 380 thousand and 788 thousand shares of common stock, respectively, were outstanding but not included in the computation of diluted earnings per common share because the option exercise price exceeded the fair value of the stock such that their inclusion would have had an anti-dilutive effect.

Note 20: Westamerica Bancorporation (Parent Company Only)

Statements of Income and Comprehensive Income

For the years ended December 31,	For the Years Ended December 31,		
	2011	2010	2009
	(In thousands)		
Dividends from subsidiaries	\$106,756	\$68,784	\$92,785
Interest income	11	11	180
Other income	7,780	7,262	6,979
Total income	114,547	76,057	99,944
Interest on borrowings.....	859	1,824	1,749
Salaries and benefits	6,620	7,219	7,182
Other expense	2,356	1,749	2,643
Total expenses	9,835	10,792	11,574
Income before taxes and equity in undistributed income of subsidiaries	104,712	65,265	88,370
Income tax benefit.....	699	1,416	2,279
Earnings of subsidiaries (less) greater than subsidiary dividends	(17,523)	27,896	34,777
Net income	87,888	94,577	125,426
Other comprehensive income (loss), net of tax	11,210	(3,555)	2,674
Comprehensive income	\$99,098	\$91,022	\$128,100

Balance Sheets

	At December 31,	
	2011	2010
	(In thousands)	
Assets		
Cash	\$8,363	\$1,205
Money market assets and investment securities available for sale	2,186	3,342
Investment in subsidiaries	539,117	545,307
Premises and equipment, net	11,365	11,107
Accounts receivable from subsidiaries	719	700
Other assets	28,485	28,830
Total assets	\$590,235	\$590,491
Liabilities		
Debt financing and notes payable	\$15,000	\$27,673
Other liabilities	16,594	17,531
Total liabilities	31,594	45,204
Shareholders' equity	558,641	545,287
Total liabilities and shareholders' equity	\$590,235	\$590,491

Statements of Cash Flows

	For the years ended December 31,		
	2011	2010	2009
	(In thousands)		
Operating Activities			
Net income	\$87,888	\$94,577	\$125,426
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	126	172	186
(Increase) decrease in accounts receivable from affiliates	(18)	(11)	1,150
Increase in other assets	(1,951)	(2,212)	(1,191)
Stock option compensation expense	1,425	1,380	1,132
Tax benefit decrease (increase) upon exercise of stock options	248	(1,004)	(2,188)
Provision for deferred income tax	963	789	3,758
Increase in other liabilities	217	1,833	1,765
Earnings of subsidiaries less (greater) than subsidiary dividends	17,523	(27,896)	(34,777)
Writedown of property and equipment	599	228	—
Net cash provided by operating activities	107,020	67,856	95,261
Investing Activities			
Investment in subsidiary bank	—	—	(93,726)
Purchases of premises and equipment	(1,154)	(30)	(70)
Net decrease (increase) in short term investments	341	—	(1)
Net cash used in investing activities	(813)	(30)	(93,797)
Financing Activities			
Net change in short-term debt	(1,000)	(14,700)	15,700
Net reductions in notes payable and long-term borrowings	(10,000)	—	—
Proceeds from issuance of preferred stock and warrants	—	—	83,726
Redemption of preferred stock	—	—	(83,726)
Preferred stock dividends	—	—	(2,756)
Exercise of stock options/issuance of shares	14,374	16,688	9,610
Tax benefit (decrease) increase upon exercise of stock options	(248)	1,004	2,188
Retirement of common stock including repurchases	(60,505)	(28,719)	(2,046)
Dividends	(41,670)	(42,094)	(41,061)
Net cash used in financing activities	(99,049)	(67,821)	(18,365)
Net change in cash	7,158	5	(16,901)
Cash at beginning of year	1,205	1,200	18,101
Cash at end of year	\$8,363	\$1,205	\$1,200
Supplemental Cash Flow Disclosures:			
Supplemental disclosure of cash flow activity:			
Interest paid for the period	\$1,794	\$1,824	\$1,749
Income tax payments for the period	28,826	50,388	36,852

Note 21: Quarterly Financial Information
(Unaudited – see accompanying accountant’s report)

	For the Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data and price range of common stock)			
2011				
Interest and fee income	\$52,494	\$53,088	\$51,976	\$50,421
Net interest income	50,191	50,935	49,905	48,566
Provision for credit losses	2,800	2,800	2,800	2,800
Noninterest income	14,743	15,292	15,205	14,857
Noninterest expense	31,323	34,309	31,383	30,663
Income before taxes	30,811	29,118	30,927	29,960
Net income	22,382	21,269	22,432	21,805
Basic earnings per common share	0.77	0.74	0.79	0.77
Diluted earnings per common share	0.77	0.74	0.79	0.77
Dividends paid per common share	0.36	0.36	0.36	0.37
Price range, common stock	49.25-56.96	46.91-52.53	36.32-50.52	36.34-46.73
2010				
Interest and fee income	\$56,003	\$55,078	\$55,203	\$54,871
Net interest income	52,469	51,933	52,107	51,806
Provision for credit losses	2,800	2,800	2,800	2,800
Noninterest income	15,470	15,770	15,071	15,143
Noninterest expense	32,031	32,095	31,508	31,513
Income before taxes	33,108	32,808	32,870	32,636
Net income	23,576	23,561	23,709	23,731
Basic earnings per share	0.81	0.81	0.81	0.82
Diluted earnings per share	0.80	0.80	0.81	0.81
Dividends paid per share	0.36	0.36	0.36	0.36
Price range, common stock	50.87-61.25	52.17-60.37	50.04-55.99	48.70-56.72
2009				
Interest and fee income	\$59,185	\$63,072	\$61,196	\$58,496
Net interest income	54,352	57,327	56,696	54,194
Provision for credit losses	1,800	2,600	2,800	3,300
Noninterest income	63,968	16,386	15,961	15,696
Noninterest expense	34,123	38,666	35,151	32,836
Income before taxes	82,397	32,447	34,706	33,754
Net income	52,825	23,183	25,257	24,161
Net income applicable to common equity	52,247	22,076	23,791	23,349
Basic earnings per share	1.81	0.76	0.81	0.80
Diluted earnings per share	1.80	0.75	0.81	0.79
Dividends paid per share	0.36	0.35	0.35	0.35
Price range, common stock	33.08-51.29	44.13-56.79	45.42-54.70	47.08-56.80

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Westamerica Bancorporation:

We have audited the accompanying consolidated balance sheets of Westamerica Bancorporation and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Westamerica Bancorporation and Subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 27, 2012 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

KPMG LLP

San Francisco, California
February 27, 2012

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended, as of December 31, 2011.

Based upon their evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that material information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported as and when required and that such information is communicated to the Company's management, including the principal executive officer and the principal financial officer, to allow for timely decisions regarding required disclosures. The evaluation did not identify any change in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management's Report on Internal Control Over Financial Reporting and the attestation Report of Independent Registered Public Accounting Firm are found on pages 45-46, immediately preceding the financial statements.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE

The information regarding Directors of the Registrant and compliance with Section 16(a) of the Securities Exchange Act of 1934 required by this Item 10 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Board of Directors and Committees”, “Proposal 1 — Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement for its 2012 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

Executive Officers

The executive officers of the Company and Westamerica Bank serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board at its first meeting following the Annual Meeting of Shareholders. It is anticipated that each of the executive officers listed below will be reappointed to serve in such capacities at that meeting.

<u>Name of Executive</u>	<u>Position</u>	<u>Held Since</u>
David L. Payne	Mr. Payne, born in 1955, is the Chairman of the Board, President and Chief Executive Officer of the Company. Mr. Payne is President and Chief Executive Officer of Gibson Printing and Publishing Company and Gibson Radio and Publishing Company which are newspaper, commercial printing and real estate investment companies headquartered in Vallejo, California.	1984
John “Robert” Thorson	Mr. Thorson, born in 1960, is Senior Vice President and Chief Financial Officer for the Company. Mr. Thorson joined Westamerica Bancorporation in 1989, was Vice President and Manager of Human Resources from 1995 until 2001 and was Senior Vice President and Treasurer from 2002 until 2005.	2005
Jennifer J. Finger	Ms. Finger, born in 1954, is Senior Vice President and Treasurer for the Corporation. Ms. Finger joined Westamerica Bancorporation in 1997, was Senior Vice President and Chief Financial Officer until 2005.	2005
Dennis R. Hansen	Mr. Hansen, born in 1950, is Senior Vice President and Manager of the Operations and Systems Administration of Community Banker Services Corporation. Mr. Hansen joined Westamerica Bancorporation in 1978 and was Senior Vice President and Controller for the Company until 2005.	2005
David L. Robinson	Mr. Robinson, born in 1959, is Senior Vice President and Banking Division Manager of Westamerica Bank. Mr. Robinson joined Westamerica Bancorporation in 1993 and has held several banking positions, most recently, Senior Vice President and Southern Banking Division Manager until 2007.	2007
Russell W. Rizzardi	Mr. Rizzardi, born in 1955, is Senior Vice President and Chief Credit Administrator of Westamerica Bank. Mr. Rizzardi joined Westamerica Bank in 2007. He has been in the banking industry since 1979 and was previously with Wells Fargo Bank and U.S. Bank.	2008

The Company has adopted a Code of Ethics (as defined in Item 406 of Regulation S-K of the Securities Act of 1933) that is applicable to its senior financial officers including its chief executive officer, chief financial officer, and principal accounting officer. This Code of Ethics has been filed as Exhibit 14 to this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Executive Compensation” in the Company’s Proxy Statement for its 2012 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Stock Ownership” in the Company’s Proxy Statement for its 2012 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

Securities Authorized For Issuance Under Equity Compensation Plans

The following table summarizes the status of the Company’s equity compensation plans as of December 31, 2011 (in thousands, except exercise price):

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	2,276	\$49	4,061*
Equity compensation plans not approved by security holders	—	N/A	—
Total.....	2,276	\$49	4,061

* The Amended and Restated Stock Option Plan, Article III, provides that the number of shares reserved for Awards under the plan may increase on the first day of each fiscal year by an amount equal to the least of 1) 2% of the shares outstanding as of the last day of the prior fiscal year, 2) 675,000 shares, or 3) such lesser amount as determined by the Board.

ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item 13 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Certain Relationships and Related Party Transactions” in the Company’s Proxy Statement for its 2012 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Proposal 4 – Ratify Selection of Independent Auditor” in the Company’s Proxy Statement for its 2012 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements:

See Index to Financial Statements on page 44. The financial statements included in Item 8 are filed as part of this report.

(a) 2. Financial statement schedules required. No financial statement schedules are filed as part of this report since the required information is included in the consolidated financial statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

(a) 3. Exhibits:

The exhibit list required by this item is incorporated by reference to the Exhibit Index filed with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WESTAMERICA BANCORPORATION

/s/ John "Robert" Thorson

John "Robert" Thorson
Senior Vice President
and Chief Financial Officer
(Chief Financial and Accounting Officer)

Date: February 27, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David L. Payne</u> David L. Payne	Chairman of the Board and Directors President and Chief Executive Officer (Principal Executive Officer)	February 27, 2012
<u>/s/ John "Robert" Thorson</u> John "Robert" Thorson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2012
<u>/s/ Etta Allen</u> Etta Allen	Director	February 27, 2012
<u>/s/ Louis E. Bartolini</u> Louis E. Bartolini	Director	February 27, 2012
<u>/s/ E. Joseph Bowler</u> E. Joseph Bowler	Director	February 27, 2012
<u>/s/ Arthur C. Latno, Jr.</u> Arthur C. Latno, Jr.	Director	February 27, 2012
<u>/s/ Patrick D. Lynch</u> Patrick D. Lynch	Director	February 27, 2012
<u>/s/ Catherine C. MacMillan</u> Catherine C. MacMillan	Director	February 27, 2012
<u>/s/ Ronald A. Nelson</u> Ronald A. Nelson	Director	February 27, 2012
<u>/s/ Edward B. Sylvester</u> Edward B. Sylvester	Director	February 27, 2012

EXHIBIT INDEX

Exhibit Number	
3(a)	Restated Articles of Incorporation (composite copy), incorporated by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed with the Securities and Exchange Commission on March 30, 1998.
3(b)	By-laws, as amended (composite copy), incorporated by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on February 26, 2010.
3(c)	Certificate of Determination of Fixed Rate Cumulative Perpetual preferred Stock, Series A of Westamerica Bancorporation dated February 10, 2009, incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 13, 2009.
4(c)	Warrant to Purchase Common Stock pursuant to the Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009.
10(a)*	Amended and Restated Stock Option Plan of 1995, incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement pursuant to Regulation 14(a) filed with the Securities and Exchange Commission on March 17, 2003.
10(c)	Note Purchase Agreement by and between Westamerica Bancorporation and The Northwestern Mutual Life Insurance Company dated as of October 30, 2003, pursuant to which registrant issued its 5.31% Senior Notes due October 31, 2013 in the principal amount of \$15 million and form of 5.31% Senior Note due October 31, 2013 incorporated by reference to Exhibit 4 of Registrant's Quarterly Report on Form 10-Q for the third quarter ended September 30, 2003, filed with the Securities and Exchange Commission on November 13, 2003.
10(d)*	Westamerica Bancorporation Chief Executive Officer Deferred Compensation Agreement by and between Westamerica Bancorporation and David L. Payne, dated December 18, 1998 incorporated by reference to Exhibit 10(e) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed with the Securities and Exchange Commission on March 29, 2000.
10(e)*	Description of Executive Cash Bonus Program incorporated by reference to Exhibit 10(e) to Exhibit 2.1 of Registrant's Form 8-K filed with the Securities and Exchange Commission on March 11, 2005.
10(f)*	Non-Qualified Annuity Performance Agreement with David L. Payne dated November 19, 1997 incorporated by reference to Exhibit 10(f) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
10(g)*	Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Nonstatutory Stock Option Agreement Form incorporated by reference to Exhibit 10(g) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
10(h)*	Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Restricted Performance Share Grant Agreement Form incorporated by reference to Exhibit 10(h) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005.
10(i)*	Amended Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (As restated effective January 1, 2005) dated December 31, 2008 incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009.
10(j)*	Amended and Restated Westamerica Bancorporation Deferral Plan (Adopted October 26, 1995) dated December 31, 2008 incorporated by reference to Exhibit 10(j) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009.
10(k)*	Form of Restricted Performance Share Deferral Election pursuant to the Westamerica Bancorporation Deferral Plan incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 10, 2006.
10(l)	Purchase and Assumption Agreement by and between Federal Deposit Insurance Corporation and Westamerica Bank dated February 6, 2009, incorporated by reference to Exhibit 99.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 11, 2009.
10(m)	Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009.
10(r)	Data Processing Agreement by and between Fidelity Information Services and Westamerica Bancorporation
11.1	Statement re computation of per share earnings incorporated by reference to Note 19 of the Notes to the Consolidated Financial Statements of this report.
14	Code of Ethics incorporated by reference to Exhibit 14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed with the Securities and Exchange Commission on March 10, 2004.
21	Subsidiaries of the registrant.
23(a)	Consent of KPMG LLP
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of

- 32.2 the Sarbanes-Oxley Act of 2002
Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101** Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company's Annual Report on Form 10-K for the period ended December 31, 2011, is formatted in XBRL interactive data files: (i) Consolidated Statement of Income for each of the years in the three-year period ended December 31, 2011; (ii) Consolidated Balance Sheet at December 31, 2011, and December 31, 2010; (iii) Consolidated Statement of Changes in Shareholders' Equity and Comprehensive Income for each of the years in the three-year period ended December 31, 2011; (iv) Consolidated Statement of Cash Flows for each of the years in the three-year period ended December 31, 2011 and (v) Notes to Consolidated Financial Statements.

* Indicates management contract or compensatory plan or arrangement.

** As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

The Company will furnish to shareholders a copy of any exhibit listed above, but not contained herein, upon written request to the Office of the Corporate Secretary A-2M, Westamerica Bancorporation, P.O. Box 1200, Suisun City, California 94585-1200, and payment to the Company of \$.25 per page.

Corporate Information

Corporate Profile

Westamerica Bancorporation (Nasdaq:WABC) operates as a holding company for Westamerica Bank, a community bank with 95 branches and two trust offices serving 21 Northern and Central California counties.

Westamerica Bancorporation Headquarters

1108 Fifth Avenue, San Rafael, CA 94901
Telephone (415) 257-8000
www.westamerica.com

Subsidiary Bank

Westamerica Bank
1108 Fifth Avenue, San Rafael, CA 94901
Telephone (415) 257-8000

Notice of Annual Meeting

Thursday, April 26, 2012 at 11:00 a.m.
Fairfield Center for Creative Arts
1035 W. Texas Street, Fairfield, CA 94533

Transfer Agent

Computershare Investor Services LLC
Telephone (877) 588-4258 (Toll-free)
www.computershare.com/investor

Stock Listing

The NASDAQ Global Select Market, Symbol: WABC

Dividend Reinvestment and Stock Purchase Plan

Westamerica Bancorporation offers a dividend reinvestment and stock purchase program whereby registered shareholders may reinvest their dividends in and/or purchase additional shares of the Company's stock. Information concerning this optional program is available from:

Computershare Investor Services LLC
Telephone (877) 588-4258 (Toll-free)

Annual Report Copies

Westamerica Bancorporation will provide its security holders, without charge, a copy of its 2011 Annual Report on Form 10-K, including the financial statements and schedules thereto, as filed with the Securities and Exchange Commission.

Requests for copies of this annual report should be directed to:

Westamerica Bancorporation, Investor Relations, A-2B
Post Office Box 1250, Suisun City, CA 94585-1250
Telephone (707) 863-6992
E-mail: investments@westamerica.com
www.westamerica.com

Westamerica Bancorporation and Westamerica Bank Board of Directors

David L. Payne, Chairman, President and Chief Executive Officer, Westamerica Bancorporation; President and General Manager, Gibson Publications
Etta Allen, President, Allen Heating and Sheet Metal
Louis E. Bartolini, Retired Merrill Lynch Executive
E. Joseph Bowler, Retired Senior Vice President and Treasurer, Westamerica Bancorporation
Arthur C. Latno, Jr., Retired Executive Vice President, Pacific Telesis Company
Patrick D. Lynch, Consultant, High Technology Companies
Catherine C. MacMillan, Attorney
Ronald A. Nelson, Investments
Edward B. Sylvester, Consulting Civil Engineer

Westamerica Bancorporation Corporate Officers

David L. Payne, Chairman, President and Chief Executive Officer
Jennifer J. Finger, Senior Vice President and Treasurer
Dennis R. Hansen, Senior Vice President Operations and Systems
Russell Rizzardi, Senior Vice President Credit Administration
David L. Robinson, Senior Vice President Banking Division
James J. Schneck, Vice President and General Auditor
Robert A. Thorson, Senior Vice President and Chief Financial Officer

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