WESTCORP /CA/ Form 4/A January 28, 2005

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHATCOTT LEE			Symbol				5. Relations Issuer	5. Relationship of Reporting Person(s) to Issuer			
			WESTCORP /CA/ [WES]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				, , , , , , , , , , , , , , , , , , , ,				
23 PASTEUR ROAD			(Month/Day/Year) 01/27/2005				Director 10% Owner _X_ Officer (give title Other (specify below)  EVP/CFO/COO				
	4. If Amendment, Date Original Filed(Month/Day/Year) 01/28/2005				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
IRVINE, CA 92618							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Securities	Acquired, Dispo	osed of, or Be	neficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	TransactionAcquired Code Disposed (Instr. 8) (Instr. 3,		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock							14,115	I	Westcorp 401K/Employee Stock Ownership Plan		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	or Title Numb	or Number		
							Date	ritte			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

WHATCOTT LEE 23 PASTEUR ROAD IRVINE, CA 92618

EVP/CFO/COO

### **Signatures**

Lee Whatcott by Guy Du Bose, 01/28/2005 **POA** 

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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