

WESTCORP /CA/  
Form 4  
March 03, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NELLES DUANE

(Last) (First) (Middle)  
23 PASTEUR ROAD  
(Street)  
IRVINE, CA 92618  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WESTCORP /CA/ [WES]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/01/2006		D		16,938	D	0

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options - Right to Buy	\$ 18.3	03/01/2006		D	1,000	<u>(2)</u> 02/15/2009	Common Stock	1,000	
Stock Options - Right to Buy	\$ 18.78	03/01/2006		D	1,334	<u>(3)</u> 02/20/2008	Common Stock	1,334	
Stock Options - Right to Buy	\$ 42.19	03/01/2006		D	4,000	<u>(4)</u> 02/18/2009	Common Stock	4,000	
Stock Options - Right to Buy	\$ 46.66	03/01/2006		D	4,000	<u>(5)</u> 03/03/2010	Common Stock	4,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELLES DUANE 23 PASTEUR ROAD IRVINE, CA 92618		X		

## Signatures

/s/ Duane Nelles                      03/03/2006  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 12, 2005, as amended and restated, by and between Wachovia Corporation, a North Carolina corporation ("Wachovia"), Westcorp, a California corporation (the

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"Issuer"), Western Financial Bank, a federal savings bank, and WFS Financial Inc, a California corporation ("WFS"). Pursuant to the terms of the Merger Agreement, at the effective time of the merger (a) each outstanding share of common stock of the Issuer was converted into the right to receive 1.2749 shares of common stock of Wachovia, (b) outstanding stock options of the Issuer granted to officers and employee directors of the Issuer were assumed by Wachovia, and (c) outstanding stock options of the Issuer held by non-employee directors of the Issuer and WFS were cancelled in exchange for Wachovia common stock in an amount determined pursuant to the terms of the Merger Agreement. Shareholders received cash in lieu of fractional shares of Wachovia common stock pursuant to the terms of the Merger Agreement.

- (2) Pursuant to the terms of the Merger Agreement, this option, which was vested in full, was cancelled in exchange for 950 shares of Wachovia common stock.
- (3) Pursuant to the terms of the Merger Agreement, this option, which was vested in full, was cancelled in exchange for 1,256 shares of Wachovia common stock.
- (4) Pursuant to the terms of the Merger Agreement, this option, which provided for vesting in three equal annual installments beginning 2/18/2005, was cancelled in exchange for 2,105 shares of Wachovia common stock.
- (5) Pursuant to the terms of the Merger Agreement, this option, which provided for vesting in three equal annual installments beginning 3/3/2006, was cancelled in exchange for 1,787 shares of Wachovia common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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