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WESTCORP /CA/
Form S-8
May 27, 2005

As filed with the Securities and Exchange Commission on May 27, 2005
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

WESTCORP

(Exact Name of Registrant as Specified in Charter)

CALIFORNIA
(Jurisdiction of Incorporation
or Organization)

51-0308535
(I.R.S. Employer
Identification Number)

23 PASTEUR ROAD
IRVINE, CALIFORNIA 92713-9762
(Address of Principal Executive Offices)

WESTCORP 2001 STOCK INCENTIVE PLAN
(Full title of the Plan)

Guy DuBose
General Counsel
23 Pasteur Road
Irvine, California 92618-3816
(949) 727-1044
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copies of communications to:

Andrew E. Katz, Esq.
Mitchell Silberberg & Knupp LLP
11377 West Olympic Boulevard
Los Angeles, California 90064-1683
(310) 312-3738

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock, par value \$1.00 per share	1,840,622	\$47.61(1)	\$87,632,013.42(1)

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(1) Computed pursuant to Rules 457(c) and 457(h) (1) based on the average of the high (\$48.02) and low (\$47.19) sales price of the Common Stock as reported on the New York Stock Exchange, Inc. on May 24, 2005.
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PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E for the purpose of registering additional shares of Common Stock of Westcorp (the "Registrant") issuable under the Westcorp 2001 Stock Incentive Plan (the "Plan"), which is an amendment and restatement of the Westcorp 2001 Stock Option Plan. The contents of the Registration Statement on Form S-8 (File Number 333-62676) previously filed by the Registrant on June 8, 2001, as amended by the Post-Effective Amendment No. 1 to Form S-8 (File Number 333-62676) filed by the Registrant on May 26, 2005, are hereby incorporated by reference in this Registration Statement. The information set forth below is incorporated by reference in this Registration Statement as provided by General Instruction E and as otherwise provided by the General Instructions to Form S-8. The Registrant and the Plan each hereby incorporates by reference in this Registration Statement the following documents filed with the Commission by the Registrant or the Plan pursuant to the Exchange Act of 1934, as amended:

1. The Registrant's Annual Report on Form 10-K, as amended, for the year ended December 31, 2004;
2. The Registrant's Quarterly Report on Form 10-Q filed on May 10, 2005;
3. The description of the common stock of the Company contained in Item 9 of the Registrant's registration statement on Form S-1 filed with the Commission on May 21, 1986 (Registration No. 33-04295), including any amendment filed for the purpose of

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updating such description.

- 4. All other reports filed by the Registrant or the Plan pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in paragraph 1, above.

All documents and other reports subsequently filed by the Registrant or the Plan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Irvine, California, on May 26, 2005.

WESTCORP

By: /s/ ERNEST S. RADY

Ernest S. Rady, Chairman of the Board
and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and

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appoints Guy Du Bose his or her true and lawful attorney-in-fact and agent, with full powers of substitution, for him and in his or her name, place and stead, in any and all capacities, to sign and to file any and all amendments, including post-effective amendments to this Registration Statement, with the Securities and Exchange Commission, granting to each of said attorneys-in-fact full power and authority to perform any other act on behalf of the undersigned required to be done in connection therewith.

Pursuant to the requirements of the Securities Act of 1933, Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

Signatures -----	Title -----	Date -----
/s/ ERNEST S. RADY ----- Ernest S. Rady	Chairman of the Board and Chief Executive Officer	May 26, 2005
/s/ JUDITH M. BARDWICK ----- Judith M. Bardwick	Director	May 26, 2005
/s/ ROBERT T. BARNUM ----- Robert T. Barnum	Director	May 26, 2005
/s/ JAMES R. DOWLAN ----- James R. Dowlan	Director	May 26, 2005
----- Duane A. Nelles	Director	May , 2005
/s/ HARRY M. RADY ----- Harry M. Rady	Director	May 26, 2005
/s/ CHARLES E. SCRIBNER ----- Charles E. Scribner	Director	May 26, 2005
/s/ THOMAS A. WOLFE ----- Thomas A. Wolfe	Director and President	May 26, 2005
/s/ ROBERT J. COSTANTINO ----- Robert J. Costantino	Chief Financial Officer and Chief Operating Officer	May 26, 2005

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
4	Westcorp 2001 Stock Incentive Plan, effective as of April 26, 2005
5	Opinion of Mitchell Silberberg & Knupp LLP re: legality
23.1	Consent of Mitchell Silberberg & Knupp LLP (included in its opinion contained in Exhibit 5)
23.2	Consent of Ernst & Young LLP