

OFFICE OF THE COMPTROLLER OF THE CURRENCY
Washington, D.C. 20219

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

BANK OF NAPA, NATIONAL ASSOCIATION

(Exact name of registrant as specified in its charter)

United States of America
(State of incorporation or organization)

20-2314309
(I.R.S. Employer Identification No.)

2007 Redwood Road, Suite 101, Napa, California 94558
(Address of principal executive offices) (Zip Code)

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

None

None

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates: _____
_____ (if applicable)

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

COMMON STOCK, \$5.00 PAR VALUE

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The disclosure called for by this Item is incorporated by reference to the section entitled "Item 4. Description of Securities" in our Registration Statement on Form S-8 filed with the OCC on November 14, 2006 relating to the offering of 388,000 of our common shares under the Bank of Napa, N.A. 2006 Equity Incentive Plan.

Item 2. Exhibits.

The exhibit list called for by this Item is incorporated by reference to the exhibit index filed as part of this registration statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BANK OF NAPA, N.A.

Dated: April 12, 2007

By /s/M. Thomas LeMasters
M. Thomas LeMasters
Executive Vice President and Chief
Financial Officer

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
4.1	The registrant's Articles of Incorporation [incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form SB-2, as amended by Amendment No. 1 and Amendment No. 2, declared effective by the OCC on February 13, 2006 (as so amended, the "Registration Statement")]
4.2	The registrant's By-Laws [incorporated by reference to Exhibit 3.2 to the Registration Statement]
4.3	Specimen Stock Certificate for Common Stock

EXHIBIT 4.3

Form of Stock Certificate of Common Stock

INCORPORATED UNDER THE LAWS OF THE UNITED STATES OF AMERICA
COMMON STOCK

CUSIP 063770 10 1
SEE REVERSE FOR CERTAIN DEFINITIONS

BANK OF NAPA, N.A.

THIS CERTIFIES that

SPECIMEN

is the owner of

FULLY PAID SHARES OF THE COMMON STOCK, PAR VALUE \$5.00 PER SHARE OF
Bank of Napa, N.A.

*transferable only on the books of the Association by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed
This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.*

IN WITNESS WHEREOF, the said Association has caused this Certificate to be signed by the facsimile signatures of its duly authorized
officers and its Corporate seal to be hereunto affixed.

DATED:





M. Thomas L. Hales
SECRETARY

AUTHORIZED SIGNATURE

BY

COUNTERSIGNED AND REGISTERED
REGISTRAR AND TRANSFER COMPANY
TRANSFER AGENT AND REGISTRAR

NATIONAL ASSOCIATION
BANK OF NAPA, N.A.
INCORPORATED



BANK OF NAPA, N.A.

EXHIBIT 4.3 (Continued)

Form of Stock Certificate of Common Stock

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -as tenants in common	UNIF GIFT MIN ACT-.....Custodian.....
TEN ENT -as tenants by the entireties	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts to Minors Act

	(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ do hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

Please Print or Typewrite Name and Address Including Postal Zip Code of Assignee

Shams
of the Common Stock represented by the within Certificate, and do hereby
irrevocably constitute and appoint _____
 _____ *Attorney*
to transfer the said Shares on the books of the within named Association with full
power of substitution in the premises.

Dated: _____

In the Presence of _____

NOTICE: The signature of this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration at enlargement, or any change whatever.

The signature(s) of the assignor(s) must be guaranteed hereon by a participant in either the Securities Transfer Agent's Medallion Program (STAMP), the Stock Exchange Medallion Program (SEMP), or the New York Stock Exchange Medallion Program (MSP).