

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 15, 2008**

**BANK OF NAPA, N.A.**  
(Exact name of registrant as specified in its charter)

<b>United States of America</b>	<b>N/A</b>	<b>20-2314309</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

Registrant's telephone number, including area code: **707-257-7777**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**BANK OF NAPA, N.A.**

Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors;  
Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Mr. Douglas Kent Payne resigned from the Board of Directors of Bank of Napa, N.A., effective May 13, 2008. Mr. Payne's term as Director was to expire at the registrant's 2009 annual meeting.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bank of Napa, N.A.  
(Registrant)

Date: May 15, 2008

By: s/s M. Thomas LeMasters  
M. Thomas LeMasters  
President and CEO