

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

SCHEDULE 13D/A-2

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

BANCWEST CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

059790 10 5  
(CUSIP Number)

Banque Nationale de Paris  
16, Boulevard des Italiens  
75009 Paris, France  
(011) (33) (1) 4014-7286  
Attention: Jacques Ardant

French American Banking Corporation  
499 Park Avenue  
New York, NY 10022  
(212) 415-9626  
Attention: Patrick Saurat

with copies to:

Rodney R. Peck  
Pillsbury Madison & Sutro, LLP  
P.O. Box 7880  
San Francisco, CA 94120  
(415) 983-1000

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Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 15, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [\_\_\_].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Banque Nationale de Paris  
IRS Identification Number: 94-1677765

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Republic of France

NUMBER OF 7 SOLE VOTING POWER  
SHARES 26,058,512

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 540,456  
EACH REPORTING

PERSON 9 SOLE DISPOSITIVE POWER  
WITH 26,058,512

10 SHARED DISPOSITIVE POWER  
540,456

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
26,598,968

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
42.8%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

French American Banking Corporation  
IRS Identification Number: 13-5088640

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER  
540,456

PERSON WITH 9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
540,456

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
540,456

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Less than 1%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Banque Nationale de Paris ("BNP") and French American Banking Corporation ("FABC") hereby amend their joint Statement on Schedule 13D dated November 10, 1998, as amended by Amendment No. 1 thereto, dated July 20, 1999 ("Amendment No. 1"), relating to the common stock, par value \$1.00 per share (the "Common Stock"), of BancWest Corporation, a Delaware Corporation (the "Issuer") (such Statement on Schedule 13D as amended, the "Schedule 13D"), as set forth below. All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

As more fully described below, since July 26, 1999, the Reporting Person acquired in open market purchases an aggregate of 626,700 shares of Common Stock for an aggregate consideration of approximately U.S.\$26,274,161.26 (excluding commissions) in order to maintain its Ownership Percentage in the Issuer.

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended by adding the following at the end thereof:

As previously disclosed in Amendment No. 1, as a result of a decrease in its Ownership Percentage, the Reporting Person intends to acquire additional Common Stock either through open market purchases or through privately negotiated transactions (the "Restorative Purchases") in order to restore its Ownership Percentage to as much as (but not greater than) 45%, as permitted under the Standstill Agreement. In connection therewith, between July 26, 1999 and September 15, 1999, BNP has acquired in open market transactions an aggregate of 626,700 shares of Common Stock (the "Restorative Shares"), for an aggregate consideration of approximately US\$26,274,161.26 (excluding commissions). The Restorative Shares purchased through September 15, 1999 represent, in the aggregate, approximately 1% of the total outstanding Common Stock. The source of funds used by BNP to acquire the Restorative Shares, and which will be used to make additional Restorative Purchases, is working capital of the Reporting Person.

#### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended by adding the following at the end thereof:

Since July 26, 1999, BNP has acquired in the aggregate 626,700 shares of Common Stock in order to restore its Ownership Percentage to 45% in accordance with the Standstill Agreement. As previously disclosed in Amendment No. 1, the Reporting Person intends to continue making Restorative Purchases until such time as it restores its Ownership Percentage to as much as (but not greater than) 45%, as permitted under the Standstill Agreement.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The following paragraph is hereby inserted in lieu of Item 5(a):

(a) BNP owns of record 25,274,312 shares of Class A Common Stock (the "BNP Shares") (convertible upon the occurrence of certain circumstances described in Item 6 into 25,274,312 shares of Common Stock). In addition, BNP beneficially owns 784,200 shares of Common Stock (convertible into Class A Common Stock at the option of BNP, into an equivalent number of shares of Class A Common Stock in accordance with the terms described in the Amended and Restated Certificate of Incorporation of the Issuer and in the Standstill Agreement). FABC owns of record 540,456 shares of Class A Common Stock (the "FABC Shares") (convertible upon the occurrence of certain circumstances described in Item 6 of the Schedule 13D into 540,456 shares of Common Stock). Collectively, the BNP Shares and the FABC Shares represent 100% of the shares of Class A Common Stock issued and outstanding as of the date hereof (and are convertible upon the occurrence of certain circumstances described in Item 6 of the Schedule 13D into 25,814,768 shares of Common Stock, which shares together with the additional 784,200 shares of Common Stock held by BNP equal approximately 42.8% of the shares of Common Stock that would be issued and outstanding upon the conversion of the Class A Common Stock, based upon the number of shares of Common Stock issued and outstanding as of the date hereof and the assumption that the Class A Common Stock currently owned of record by the Reporting Person were to be converted in full).

The following paragraph is hereby inserted in lieu of Item 5(b):

(b) Subject to the restrictions contained in the Standstill Agreement, (a) BNP has sole voting and investment power with respect to the BNP Shares and any shares of Common Stock into which such shares may be converted under the circumstances described in Item 6, and sole voting and investment power with respect to the 784,200 shares of Common Stock acquired pursuant to the

SierraWest Merger and the Restorative Purchases, and BNP has shared voting and investment power with respect to the FABC Shares and any shares of Common Stock into which such shares may be converted under the circumstances described in Item 6, and (b) FABC has shared voting and investment power with respect to the FABC Shares and any shares of Common Stock into which such shares may be converted under the circumstances described in Item 6.

Item 5(c) of the Schedule 13D is hereby amended by adding the following at the end thereof:

(c) The dates, number of shares and prices per share for all purchases of Common Stock by the Reporting Person from July 26, 1999 through September 15, 1999 are shown on Exhibit I hereto, which is incorporated by reference. All such purchases were made through ML in open market purchases on the New York Stock Exchange.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR  
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended by adding the following at the end thereof: BNP is in discussions with the Issuer regarding the mechanics of converting all of the Common Stock that it has acquired or may acquire in the future (both pursuant to the Restorative Purchases and the SierraWest Merger) into Class A Common Stock in accordance with its rights under the Standstill Agreement. BNP currently intends to convert all of the shares of Common Stock it has or may acquire into Class A Common Stock in accordance with the mechanism to be agreed between BNP and the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit I	Description of purchases of Common Stock by the Reporting Person from July 26, 1999 through September 15, 1999.
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 20, 1999

BANQUE NATIONALE DE PARIS

By: /s/ Jacques Ardant

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Name: Jacques Ardant

Title: Directeur de Succursale Attache

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 20, 1999

FRENCH AMERICAN BANKING CORP.

By: /s/ Patrick Saurat

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Name: Patrick Saurat  
Title: Executive Vice President

## Exhibit I

Set forth below are the purchases of Common Stock by Banque Nationale de Paris from July 26, 1999 through September 15, 1999.

DATE	CLASS OF SECURITY	NUMBER OF SHARES	PRICE (EXCLUDING COMMISSIONS)	WHERE AND HOW TRANSACTION WAS EFFECTED
- - - - -	- - - - -	- - - - -	- - - - -	- - - - -
07/26/99	Common Stock	4,300	USD 40.9375	through ML in open market purchases on the New York Stock Exchange
07/26/99	Common Stock	5,300	USD 40.875	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	13,100	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	5,000	USD 41.5625	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	17,400	USD 41.5	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	2,000	USD 41.375	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	1,000	USD 41.25	through ML in open market purchases on the New York Stock Exchange
07/27/99	Common Stock	300	USD 41.125	through ML in open market purchases on the New York Stock Exchange
07/28/99	Common Stock	30,000	USD 41.75	through ML in open market purchases on the New York Stock Exchange
07/29/99	Common Stock	4,800	USD 41.8125	through ML in open market purchases on the New York Stock Exchange
07/29/99	Common Stock	9,800	USD 41.75	through ML in open market purchases on the New York Stock Exchange
07/29/99	Common Stock	15,400	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
07/30/99	Common Stock	16,600	USD 41.75	through ML in open market purchases on the New York Stock Exchange
07/30/99	Common Stock	3,500	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
08/02/99	Common Stock	23,700	USD 41.75	through ML in open market purchases on the New York Stock Exchange
08/02/99	Common Stock	23,500	USD 41.4375	through ML in open market purchases on the New York Stock Exchange
08/02/99	Common Stock	200	USD 41.375	through ML in open market purchases on the New York Stock Exchange
08/04/99	Common Stock	7,000	USD 41.75	through ML in open

				market purchases on the New York Stock Exchange
08/04/99	Common Stock	24,300	USD 41.5	through ML in open market purchases on the New York Stock Exchange
08/05/99	Common Stock	17,400	USD 41.8125	through ML in open market purchases on the New York Stock Exchange
08/05/99	Common Stock	700	USD 41.75	through ML in open market purchases on the New York Stock Exchange
08/05/99	Common Stock	600	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
08/06/99	Common Stock	100	USD 41.75	through ML in open market purchases on the New York Stock Exchange
08/06/99	Common Stock	8,500	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
08/06/99	Common Stock	100	USD 41.5625	through ML in open market purchases on the New York Stock Exchange
08/06/99	Common Stock	4,000	USD 41.5	through ML in open market purchases on the New York Stock Exchange
08/09/99	Common Stock	20,000	USD 41.875	through ML in open market purchases on the New York Stock Exchange
08/10/99	Common Stock	58,000	USD 41.875	through ML in open market purchases on the New York Stock Exchange
08/10/99	Common Stock	300	USD 41.8125	through ML in open market purchases on the New York Stock Exchange
08/11/99	Common Stock	14,100	USD 42.0	through ML in open market purchases on the New York Stock Exchange
08/11/99	Common Stock	500	USD 41.9375	through ML in open market purchases on the New York Stock Exchange
08/17/99	Common Stock	26,400	USD 43.125	through ML in open market purchases on the New York Stock Exchange
08/17/99	Common Stock	6,500	USD 43.0625	through ML in open market purchases on the New York Stock Exchange
08/17/99	Common Stock	10,900	USD 43.0	through ML in open market purchases on the New York Stock Exchange
08/17/99	Common Stock	100	USD 42.9375	through ML in open market purchases on the New York Stock Exchange
08/18/99	Common Stock	400	USD 43.0	through ML in open market purchases on the New York Stock Exchange
08/19/99	Common Stock	8,300	USD 43.1875	through ML in open market purchases on the New York Stock Exchange
08/19/99	Common Stock	1,700	USD 43.0625	through ML in open market purchases on the New York Stock Exchange

08/23/99	Common Stock	10,000	USD 43.6875	through ML in open market purchases on the New York Stock Exchange
08/24/99	Common Stock	5,000	USD 43.375	through ML in open market purchases on the New York Stock Exchange
08/26/99	Common Stock	9,500	USD 43.6875	through ML in open market purchases on the New York Stock Exchange
08/31/99	Common Stock	2,500	USD 41.875	through ML in open market purchases on the New York Stock Exchange
08/31/99	Common Stock	5,700	USD 41.8125	through ML in open market purchases on the New York Stock Exchange
09/01/99	Common Stock	77,000	USD 41.875	through ML in open market purchases on the New York Stock Exchange
09/01/99	Common Stock	3,500	USD 41.8125	through ML in open market purchases on the New York Stock Exchange
09/01/99	Common Stock	72,500	USD 41.75	through ML in open market purchases on the New York Stock Exchange
09/02/99	Common Stock	19,100	USD 41.6875	through ML in open market purchases on the New York Stock Exchange
09/02/99	Common Stock	12,000	USD 41.5	through ML in open market purchases on the New York Stock Exchange
09/09/99	Common Stock	14,100	USD 41.875	through ML in open market purchases on the New York Stock Exchange
09/15/99	Common Stock	10,000	USD 41.6875	through ML in open purchases on the New York Stock Exchange