

CHENG DUNSON K
Form 4
February 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
CHENG DUNSON K

2. Issuer Name and Ticker or Trading Symbol
CATHAY GENERAL BANCORP [CATY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 NORTH BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, & CEO

LOS ANGELES, CA 90012

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/15/2013		A	1,282 (1)	\$ 0 24,349	D	
Common Stock					62,660	D	
Common Stock					102,224	I	By ESOP
Common Stock					445,577	I	Husband & Wife Trust
Common Stock					182,452	I	Nonmarital Shares Trust

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

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(9-02)

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.8					11/20/2004 ⁽²⁾	11/20/2013	Common Stock	246,940
Stock Option	\$ 37					02/17/2006 ⁽²⁾	02/17/2015	Common Stock	154,940
Stock Option	\$ 32.47					03/22/2005 ⁽²⁾	03/22/2015	Common Stock	245,060
Stock Option	\$ 33.54					11/20/2005 ⁽²⁾	05/12/2015	Common Stock	264,694
Stock Option	\$ 36.24					01/25/2007 ⁽²⁾	01/25/2016	Common Stock	154,940
Stock Option	\$ 23.37					02/21/2009 ⁽³⁾	02/21/2018	Common Stock	154,970
Stock Option	\$ 23.37					02/21/2009 ⁽²⁾	02/21/2018	Common Stock	100,000
Restricted Stock Units	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	12,384
Restricted Stock Units	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	21,913
Restricted Stock Units	⁽⁴⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	11,862
	⁽⁴⁾					⁽⁸⁾	⁽⁸⁾		30,481

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENG DUNSON K 777 NORTH BROADWAY LOS ANGELES, CA 90012	X			Chairman, President, & CEO

Signatures

Monica Chen,
attorney-in-fact

02/20/2013

__Signature of Reporting Person

Date

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).

- Shares of Cathay General Banorp (the "Company") common stock acquired under the Company's 2005 Incentive Plan. As a condition to receiving these shares, the reporting person agreed to hold and not transfer, for the entire period during which the Company has any
- (1) obligations outstanding under the U.S. Treasury's Troubled Asset Relief Program (disregarding any warrants to purchase common stock of the Company that the U.S. Treasury may hold) (the "Restriction Period"), all of the shares received. These transfer restrictions will terminate upon the earlier of the end of the Restriction Period or the date of the reporting person's death or permanent disability.
 - (2) The option is fully exercisable.
 - (3) The option vests in 5 equal annual installments beginning 2/21/09.
- Consists of long term restricted stock units within the meaning of the Emergency Economic Stabilization Act of 2008, as amended from time to time, and the rules and regulations promulgated thereunder ("EESA"). Each unit represents a contingent right to receive one share of CATY Common Stock.
- (5) These restricted stock units are scheduled to vest in a single installment on March 23, 2013, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.
 - (6) These restricted stock units are scheduled to vest in a single installment on December 15, 2013, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.
 - (7) These restricted stock units are scheduled to vest in a single installment on May 8, 2014, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.
 - (8) These restricted stock units are scheduled to vest in a single installment on December 20, 2014, or earlier in the event of death or disability, and are subject to certain transfer restrictions under EESA.

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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