

CHENG DUNSON K
Form 4
March 26, 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)
03/22/2013

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 (A) or (D) Price | | | |
| Common Stock | 03/22/2013 | | M ⁽¹⁾ | 12,384 A \$ 0 | 39,286 | D | |
| Common Stock | 03/25/2013 | | S ⁽²⁾ | 4,637 D \$ 20.18 | 34,649 | D | |
| Common Stock | | | | | 62,660 | D | |
| Common Stock | | | | | 102,224 | I | By ESOP |
| Common Stock | | | | | 445,577 | I | Husband & Wife Trust |

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Common Stock 182,452 I Nonmarital Shares Trust

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

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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 Number of Shares |
| Stock Option | \$ 24.8 | | | | | 11/20/2004 ⁽³⁾ 11/20/2013 | Common Stock 246, |
| Stock Option | \$ 37 | | | | | 02/17/2006 ⁽³⁾ 02/17/2015 | Common Stock 154, |
| Stock Option | \$ 32.47 | | | | | 03/22/2005 ⁽³⁾ 03/22/2015 | Common Stock 245, |
| Stock Option | \$ 33.54 | | | | | 11/20/2005 ⁽³⁾ 05/12/2015 | Common Stock 264, |
| Stock Option | \$ 36.24 | | | | | 01/25/2007 ⁽³⁾ 01/25/2016 | Common Stock 154, |
| Stock Option | \$ 23.37 | | | | | 02/21/2009 ⁽³⁾ 02/21/2018 | Common Stock 154, |
| Stock Option | \$ 23.37 | | | | | 02/21/2009 ⁽³⁾ 02/21/2018 | Common Stock 100, |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 03/22/2013 | | M | 12,384 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 12,3 |
| Restricted Stock Units | ⁽⁶⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 21,9 |
| Restricted Stock Units | ⁽⁶⁾ | | | | | ⁽⁸⁾ ⁽⁸⁾ | Common Stock 11,8 |

Restricted
Stock
Units

(6)

(9)

(9)

Common
Stock 30,4

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

03/26/2013

 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).
- (1) Represents the conversion into Common Stock upon vesting of the restricted stock units reported on Table II.
- (2) These sales were effected to satisfy the reporting person's tax withholding obligations with respect to the vesting of the restricted stock units.
- (3) The option is fully exercisable.
- (4) Each restricted stock unit represented a contingent right to receive one share of Common Stock of the Issuer.
- (5) The reporting person previously reported the award of 12,384 shares of restricted stock units on Form 4 filed March 25, 2011. All of these restricted stock units vested on March 22, 2013

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.
- (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.
- (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.