

CATHAY GENERAL BANCORP  
 Form 4  
 December 21, 2012

**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 \*  
 CHEN HENG W

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)  
 12/20/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP/CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,668   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 29,844  | D  |                                   |

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

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SEC 1474 (9-02)

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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 or Number of Shares |
| Stock Option                               | \$ 24.8  |                                      |  |                                |   | 11/20/2007 <sup>(1)</sup>                                | 11/20/2013  | Common Stock | 19,89                      |
| Stock Option                               | \$ 37  |                                      |  |                                |   | 02/17/2006 <sup>(1)</sup>                                | 02/17/2015  | Common Stock | 40,10                      |
| Stock Option                               | \$ 36.24   |                                      |  |                                |   | 01/25/2007 <sup>(1)</sup>                                | 01/25/2016  | Common Stock | 45,00                      |
| Stock Option                               | \$ 23.37   |                                      |  |                                |   | 02/21/2009 <sup>(2)</sup>                                | 02/21/2018  | Common Stock | 44,00                      |
| Restricted Stock Units                     | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(4)</sup>   | <sup>(4)</sup>  | Common Stock | 4,830                      |
| Restricted Stock Units                     | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Stock | 6,057                      |
| Restricted Stock Units                     | <sup>(3)</sup>   |                                      |  |                                |   | <sup>(6)</sup>   | <sup>(6)</sup>  | Common Stock | 4,819                      |
| Ristricted Stock Units                     | <sup>(3)</sup>   | 12/20/2012                           |  | A                              | 7,988   | <sup>(7)</sup>   | <sup>(7)</sup>  | Common Stock | 7,988                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CHEN HENG W<br>777 NORTH BROADWAY<br>LOS ANGELES, CA 90012 |               |           | EVP/CFO |       |

## Signatures

Monica Chen,  
attorney-in-fact

12/21/2012

\_\_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) The option is fully exercisable.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.