Pai Lisa K Form 4 February 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pai Lisa K

2. Issuer Name and Ticker or Trading Symbol

BBCN BANCORP INC [BBCN]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

3731 WILSHIRE BLVD. SUITE

1000

(Month/Day/Year)

02/10/2012

Director 10% Owner X_ Officer (give title Other (specify

below) EVP & Chief Legal & HR Officer

(Street)

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

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

LOS ANGELES, CA 90010

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 4. Transaction Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Performance Units	\$ 0 (1)	02/10/2012		A		5,400		02/10/2014	02/10/2014(2)	Common Stock	5,4
Performance Units	\$ 0 (1)	02/10/2012		A		2,700		02/10/2015	02/10/2015(2)	Common Stock	2,7
Performance Units	\$ 0 (1)	02/10/2012		A		2,700		02/10/2016	02/10/2016(2)	Common Stock	2,7

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Pai Lisa K			EVP &					
3731 WILSHIRE BLVD. SUITE 1000			Chief Legal					
LOS ANGELES, CA 90010			& HR Officer					

Signatures

/s/ Lisa K. Pai	02/14/2012		
**Signature of	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) Each performance unit represents the contingent right to receive one share of BBCN common stock, upon the performance of certain criteria.
- (2) The vesting of the performance units will occur 50% on the second anniversary date of the grant, and 25% on each of the third and fourth anniversary dates of the grant.

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.

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