

CHANG MICHAEL M Y
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CHANG MICHAEL M Y

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

777 NORTH BROADWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOS ANGELES, CA 90012

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price		
Common Stock	01/23/2008	Â	J ⁽¹⁾	156.85	A	\$ 22.5979	110,403.59 D	Â
Common Stock	04/22/2008	Â	J ⁽¹⁾	204.547	A	\$ 17.409	110,403.59 D	Â
Common Stock	07/22/2008	Â	J ⁽¹⁾	311.517	A	\$ 11.5	110,403.59 D	Â
Common Stock	10/21/2008	Â	J ⁽¹⁾	177.581	A	\$ 20.3578	110,403.59 D	Â

Common Stock	Â	Â	Â	Â	Â	Â	132,944	I	As custodian for children
Common Stock	Â	Â	Â	Â	Â	Â	136,000	I	Spouse as custodian for children
Common Stock	Â	Â	Â	Â	Â	Â	208,812	I	Family 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.925	Â	Â	Â	Â	Â	01/16/2004 ⁽²⁾	01/16/2013	Common Stock	3,800
Stock Option	\$ 24.8	Â	Â	Â	Â	Â	11/20/2004 ⁽²⁾	11/20/2013	Common Stock	11,000
Stock Option	\$ 37	Â	Â	Â	Â	Â	02/17/2006 ⁽³⁾	02/17/2015	Common Stock	3,500
Stock Option	\$ 36.24	Â	Â	Â	Â	Â	01/25/2007 ⁽⁴⁾	01/25/2016	Common Stock	3,500
Stock Option	\$ 23.37	Â	Â	Â	Â	Â	02/21/2009 ⁽⁵⁾	02/21/2018	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHANG MICHAEL M Y
777 NORTH BROADWAY X X X
LOS ANGELES, CA 90012

Signatures

Michael M.Y. 02/13/2009
Chang

 Signature of Date
Reporting Person

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) Dividend Reinvestment.
- (2) The option is fully exercisable
- (3) The option vests in 5 equal annual installments beginning 2/17/06.
- (4) The option vests in 5 equal annual installments beginning 1/25/07.
- (5) The option vests in 5 equal annual installments beginning 2/21/09.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.