CHENG DUNSON K

Form 4

November 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 A CHENG DU	ddress of Reporting Person JNSON K	Symbol	Y GEN	nd Ticker or Trading IERAL BANCORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			Earliest (Γransaction	X Director X Officer (g			
777 NORTH	H BROADWAY	11/15/20	012		below) below) Chairman, President, & CEO			
	(Street)	4. If Ame	ndment, I	Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
		Filed(Mon	th/Day/Ye	ar)				
					X Form filed by One Reporting Person			
LOS ANGE	LES, CA 90012				Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Tabl	e I - Non-	Derivative Securities A	cquired, Disposed	of, or Benefic	ially Owned	
1.Title of	2. Transaction Date 2A.	Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year) Exe	cution Date, if	Transact	tionAcquired (A) or	Securities	Ownership	Indirect	
(Instr. 3)	any		Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial	

(City)	(State)	Table	e I - Non-L	Perivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	TransactionAcquired (A) or			5. Amount of Securities Beneficially	Ownership I	7. Nature of Indirect Beneficial		
((Month/Day/Year)	(Instr. 8)	(Instr. 3,	,	·	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	11/15/2012		A	1,539 (1)	A	\$ 0	16,683	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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SEC 1474

(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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.925					01/16/2004(2)	01/16/2013	Common Stock	153,060
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	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	12,384
Restricted Stock Units	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	21,913
Restricted Stock	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	11,862

Units

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

**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. This transfer restriction 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
- (4) 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.
- 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.

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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