

CHENG DUNSON K
Form 5
February 14, 2012

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 *
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 | Â | Â | Â | Â | Â | Â | 74,160 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 628,029 | I | Husband & Wife Trust |
| Common Stock | 12/31/2011 | Â | J ⁽¹⁾ | 289 | A | \$ 13.68 | 102,224 | I | By ESOP |

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

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(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. 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 Number Shares |
| Stock Option | \$ 16.275 | Â | Â | Â | Â | Â | 02/21/2003 ⁽²⁾ | 02/21/2012 | Common Stock | 79,32 |
| Stock Option | \$ 19.925 | Â | Â | Â | Â | Â | 01/16/2004 ⁽²⁾ | 01/16/2013 | Common Stock | 153,00 |
| Stock Option | \$ 24.8 | Â | Â | Â | Â | Â | 11/20/2004 ⁽²⁾ | 11/20/2013 | Common Stock | 246,9 |
| Stock Option | \$ 37 | Â | Â | Â | Â | Â | 02/17/2006 ⁽²⁾ | 02/17/2015 | Common Stock | 154,9 |
| Stock Option | \$ 32.47 | Â | Â | Â | Â | Â | 03/22/2005 ⁽²⁾ | 03/22/2015 | Common Stock | 245,00 |
| Stock Option | \$ 33.54 | Â | Â | Â | Â | Â | 11/20/2005 ⁽²⁾ | 05/12/2015 | Common Stock | 264,6 |
| Stock Option | \$ 36.24 | Â | Â | Â | Â | Â | 01/25/2007 ⁽²⁾ | 01/25/2016 | Common Stock | 154,9 |
| Stock Option | \$ 23.37 | Â | Â | Â | Â | Â | 02/21/2009 ⁽²⁾ | 02/21/2018 | Common Stock | 154,9 |
| Stock Option | \$ 23.37 | Â | Â | Â | Â | Â | 02/21/2009 ⁽³⁾ | 02/21/2018 | Common Stock | 100,00 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 12,38 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 21,91 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHENG DUNSON K 777 NORTH BROADWAY LOS ANGELES, CA 90012 | X | A | Chairman, President & CEO | A |

Signatures

Dunson K. 02/14/2012
Cheng

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) ESOP earning allocation.
- (2) The option is fully exercisable.
- (3) The option vests in 5 equal annual installments beginning 2/21/09.
- (4) 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.
- (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.
- (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.

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.