

BINGHAM KIM R
Form 4
December 18, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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 *
BINGHAM KIM R

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)
12/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Chief Credit Officer

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	12/14/2012		A	177 ⁽¹⁾ A \$ 0	2,420	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)

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

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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	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)	8. Amount or Number of Shares
Stock Option	\$ 38.38					11/18/2005 ⁽²⁾ 11/18/2014	Common Stock	10,000
Stock Option	\$ 37					02/17/2006 ⁽²⁾ 02/17/2015	Common Stock	10,000
Stock Option	\$ 36.24					01/25/2007 ⁽²⁾ 01/25/2016	Common Stock	34,930
Stock Option	\$ 23.37					02/21/2009 ⁽³⁾ 02/21/2018	Common Stock	35,000
Restricted Stock Units	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock	3,762
Restricted Stock Units	⁽⁴⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock	4,744
Ristricted Stock Units	⁽⁴⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock	3,451

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM KIM R 777 NORTH BROADWAY LOS ANGELES, CA 90012			EVP - Chief Credit Officer	

Signatures

Monica Chen,
attorney-in-fact

12/18/2012

 **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).

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 02/21/09.

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.

(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.

(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.

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