

CATHAY GENERAL BANCORP
 Form 4
 October 28, 2013

FORM 4

**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).

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 *
 Tai Pin

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)
 CATHAY GENERAL
 BANCORP, 9650 FLAIR DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CLO, Cathay Bank

EL MONTE, CA 91731

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		
				Code V	Amount		
Common Stock	10/28/2013		M	16,180	A \$ 24.8	21,534	D
Common Stock	10/28/2013		S	16,180	D \$ 25.7	5,354	D

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

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 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.8	10/28/2013		M	16,180	11/20/2004 ⁽¹⁾	11/20/2013	Common Stock	16,180
Stock Option	\$ 28.695					02/19/2005 ⁽¹⁾	02/19/2014	Common Stock	8,000
Stock Option	\$ 37					02/17/2006 ⁽¹⁾	02/17/2015	Common Stock	14,700
Stock Option	\$ 36.9					01/19/2007 ⁽¹⁾	01/19/2016	Common Stock	13,700
Stock Option	\$ 23.37					02/21/2009 ⁽¹⁾	02/21/2018	Common Stock	25,000
Restricted Stock Units	⁽²⁾					⁽³⁾	⁽³⁾	Common Stock	4,900
Restricted Stock Units	⁽²⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	3,080
Restricted Stock Units	⁽²⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	3,980
Restricted Stock Units	⁽²⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	3,970
Restricted Stock Units	⁽²⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	1,450

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tai Pin
CATHAY GENERAL BANCORP
9650 FLAIR DRIVE
EL MONTE, CA 91731

EVP,
CLO,
Cathay
Bank

Signatures

/s/ Pin Tai

10/28/2013

**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) The option is fully exercisable.
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.
- (3) 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.
- (4) 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.
- (5) These restricted stock units are scheduled to vest in a single installment on March 14, 2015, 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 April 15, 2015, 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 17, 2015, 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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