

CATHAY GENERAL BANCORP
 Form 4
 February 22, 2017

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 *
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)
777 NORTH BROADWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2017

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/17/2017		M ⁽¹⁾		44,040 A \$ 0	D	
Common Stock	02/17/2017		F ⁽²⁾		19,312 D \$ 39.42	D	
Common Stock	02/17/2017		M ⁽¹⁾		60,233 A \$ 0	D	
Common Stock	02/17/2017		F ⁽²⁾		31,430 D \$ 39.42	D	
Common Stock					445,577	I	Husband & Wife Trust

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Common Stock	182,452	I	Nonmarital Share Trust
Common Stock	102,904	I	B ESOP

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)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	02/17/2017		M	39,292 (3)	(5) (5)	Common Stock	39,292	
Restricted Stock Unit	(1)	02/17/2017		M	38,095 (4)	(5) (5)	Common Stock	38,095	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENG DUNSON K 777 NORTH BROADWAY LOS ANGELES, CA 90012		X		Executive Chairman

Signatures

/s/ Monica Chen,
attorney-in-fact

02/22/2017

**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)

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Shares of the Issuer's Common Stock received by the Reporting Person from the vesting of performance-based restricted stock units granted on December 18, 2013. Such restricted stock units were previously reported in Table II on a Form 4 filed by the Reporting Person with the Securities and Exchange Commission on December 20, 2013.

- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted stock units.
- (3) Of the previously reported target award of 39,292 shares of restricted stock unit, 106% of the target award was earned based upon the achievement of certain performance criteria.
- (4) Of the previously reported target award of 38,095 shares of performance-based restricted stock units, 150% of the target award was earned based upon the achievement of certain performance criteria.
- (5) Performance-based restricted stock units vested on December 31, 2016.

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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