

CATHAY GENERAL BANCORP

Form 4

February 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

02/17/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CEO & President

777 NORTH BROADWAY

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LOS ANGELES, CA 90012

(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)
Common Stock	02/17/2017		M ⁽¹⁾	12,110 A	\$ 0 14,012	D	
Common Stock	02/17/2017		F ⁽²⁾	4,606 D	\$ 39.42 9,406	D	
Common Stock	02/17/2017		M ⁽¹⁾	16,564 A	\$ 0 25,970	D	
Common Stock	02/17/2017		F ⁽²⁾	6,708 D	\$ 39.42 19,262	D	
Common Stock					844.55	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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/17/2017		M		10,805	(3)	(5)	(5)	Common Stock	10,805
Restricted Stock Units	(1)	02/17/2017		M		10,476	(4)	(5)	(5)	Common Stock	10,476

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tai Pin 777 NORTH BROADWAY LOS ANGELES, CA 90012			CEO & President	

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).

Shares of the Issuer's Common Stock received by the Reporting Person from the vesting of performance-based restricted stock units

(1) 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.

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- (3) Of the previously reported target award of 10,805 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 10,476 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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