

CHENG DUNSON K
Form 5
February 13, 2009

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)
12/31/2008

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)
				(A) or (D)	Amount or Price		
Common Stock	01/23/2008	Â	J ⁽¹⁾	349.812 A	\$ 22.5979	414,822.67 D	Â
Common Stock	04/22/2008	Â	J ⁽¹⁾	456.186 A	\$ 17.409	414,822.67 D	Â
Common Stock	07/22/2008	Â	J ⁽¹⁾	694.752 A	\$ 11.5	414,822.67 D	Â
Common Stock	10/21/2008	Â	J ⁽¹⁾	396.045 A	\$ 20.3578	414,822.67 D	Â

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Common Stock	12/31/2008	Â	J ⁽²⁾	2,492	A	\$ 17,9242	99,931	I	By ESOP
Common Stock	Â	Â	Â	Â	Â	Â	239,308	I	Husband & Wife Trust

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

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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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option	\$ 10.625	Â	Â	Â	Â	01/20/2001 ⁽³⁾ 01/20/2010	Common Stock 73,320
Stock Option	\$ 15.0475	Â	Â	Â	Â	01/18/2002 ⁽³⁾ 01/18/2011	Common Stock 74,160
Stock Option	\$ 16.275	Â	Â	Â	Â	02/21/2003 ⁽³⁾ 02/21/2012	Common Stock 79,320
Stock Option	\$ 19.925	Â	Â	Â	Â	01/16/2004 ⁽³⁾ 01/16/2013	Common Stock 153,060
Stock Option	\$ 24.8	Â	Â	Â	Â	11/20/2004 ⁽³⁾ 11/20/2013	Common Stock 246,940
Stock Option	\$ 37	Â	Â	Â	Â	02/17/2006 ⁽⁴⁾ 02/17/2015	Common Stock 154,940
Stock Option	\$ 32.47	Â	Â	Â	Â	03/22/2005 ⁽³⁾ 03/22/2015	Common Stock 245,060
Stock Option	\$ 33.54	Â	Â	Â	Â	11/20/2005 ⁽³⁾ 05/12/2015	Common Stock 264,694
Stock Option	\$ 36.24	Â	Â	Â	Â	01/25/2007 ⁽⁵⁾ 01/25/2016	Common Stock 154,940
Stock Option	\$ 23.37	Â	Â	Â	Â	02/21/2009 ⁽⁶⁾ 02/21/2018	Common Stock 154,970

Stock Option	\$ 23.37	∆		∆		∆	∆	02/21/2009 ⁽⁷⁾	02/21/2018	Common Stock	100,000
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Reporting Owners

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

Signatures

Dunson K. Cheng	02/13/2009
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∆ **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) Dividend Reinvestment.
- (2) ESOP earning allocation.
- (3) The option is fully exercisable.
- (4) The option vests in 5 equal annual installments beginning 2/17/06.
- (5) The option vests in 5 equal annual installments beginning 1/25/07.
- (6) The option vests in 5 equal annual installments beginning 2/21/09.
- (7) The option vests in 2 equal annual installments beginning 2/21/09.

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.