
**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**Form 10-K/A
AMENDMENT NO. 1**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 0-18630

Cathay General Bancorp

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
777 North Broadway,
Los Angeles, California
(Address of principal executive offices)

95-4274680
(I.R.S. Employer
Identification No.)

90012
(Zip Code)

Registrant's telephone number, including area code:

(213) 625-4700

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$.01 par value
Preferred Stock Purchase Rights

Name of each exchange on which registered
The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2008) was \$474,203,445. This value is estimated solely for the purposes of this cover page. The market value of shares held by Registrant's directors, executive officers, and Employee Stock Ownership Plan have been excluded because they may be considered to be affiliates of the Registrant.

As of February 17, 2009, there were 49,542,263 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

- Portions of Registrant's definitive proxy statement relating to Registrant's 2009 Annual Meeting of Stockholders which will be filed within 120 days of the fiscal year ended December 31, 2008, are incorporated by reference into Part III.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dunson K. Cheng</u> Dunson K. Cheng	President, Chairman of the Board, Director, and Chief Executive Officer (principal executive officer)	March 2, 2009
<u>/s/ Heng W. Chen</u> Heng W. Chen	Executive Vice President, Chief Financial Officer/Treasurer (principal financial officer) (principal accounting officer)	March 2, 2009
<u>*</u> Peter Wu	Director	March 2, 2009
<u>*</u> Anthony M. Tang	Director	March 2, 2009
<u>*</u> Kelly L. Chan	Director	March 2, 2009
<u>*</u> Michael M.Y. Chang	Director	March 2, 2009
<u>*</u> Thomas C.T. Chiu	Director	March 2, 2009
<u>*</u> Nelson Chung	Director	March 2, 2009
<u>*</u> Patrick S.D. Lee	Director	March 2, 2009
<u>*</u> Ting Liu	Director	March 2, 2009
<u>*</u> Joseph C.H. Poon	Director	March 2, 2009
<u>*</u> Thomas G. Tartaglia	Director	March 2, 2009

* By: /s/ Heng W. Chen
Attorney-in-Fact

CATHAY GENERAL BANCORP AND SUBSIDIARIES
Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends

<u>(Dollars in thousands, except ratios)</u>	<u>For the Years Ended December 31,</u>				
	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Income before income tax expense	\$ 70,075	\$196,660	\$184,829	\$166,481	\$140,422
Plus fixed charges	299,477	309,114	214,664	112,432	62,142
Earnings	369,552	505,774	399,493	278,913	202,564
Fixed charges	299,477	309,114	214,664	112,432	62,142
Preferred stock dividends	1,750	610	610	611	593
Fixed charges and preferred stock dividends	\$301,227	\$309,724	\$215,274	\$113,043	\$ 62,735
Ratio of earnings to fixed charges	1.23	1.64	1.86	2.48	3.26
Ratio of earnings to fixed charges and preferred stock dividends	1.23	1.63	1.86	2.47	3.23

I, Heng W. Chen, certify that:

1. I have reviewed the annual report on Form 10-K of Cathay General Bancorp as amended by Amendment No. 1;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: _____ /s/ HENG W. CHEN
Heng W. Chen
Executive Vice President
and Chief Financial Officer

Date: March 2, 2009

