Pai Lisa K Form 3/A September 26, 2012

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Pai Lisa K

(Last)

1000

(First)

3731 WILSHIRE BLVD. SUITE

(Street)

(Middle)

Statement

(Month/Day/Year)

12/01/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BBCN BANCORP INC [BBCN]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

12/09/2011

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

EVP & Chief Legal & HR Officer Person

Form filed by More than One

Reporting Person

LOS ANGELES, Â CAÂ 90010

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect

(I)

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(Instr. 5)

Â

Employee Stock Option (right to buy) $\hat{A} \stackrel{(1)}{=} 02/21/2017 \stackrel{Common}{Stock} 39,025 \stackrel{(2)}{=} 28.66

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pai Lisa K

3731 WILSHIRE BLVD. SUITE 1000 ÊVP & Chief Legal & HR Officer LOS ANGELES, CAÂ 90010

Signatures

/s/ Anna Hur, attorney-in-fact 09/26/2012

**Signature of Reporting Date
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 options vested in five equal annual installments beginning on February 21, 2008.
- (2) These stock options were omitted from the reporting person's original Form 3, and also were omitted from one Form 4 filed by the reporting person after the original Form 3 was filed.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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