

CENTRAL PACIFIC FINANCIAL CORP

Form 4/A

March 30, 2015

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 *
Dean John C

2. Issuer Name and Ticker or Trading Symbol
CENTRAL PACIFIC FINANCIAL CORP [CPF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
220 S. KING ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

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

HONOLULU, HI 96813
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/04/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	03/02/2015		F	(A) or (D) 3,078 (1) D	\$ 22.98 51,312	I	The John C Dean Rev Trust
Common Stock	03/02/2015		F	(A) or (D) 1,941 (2) D	\$ 22.98 22,087	D	
Common Stock	03/02/2015		M	(A) or (D) 8,460 A	\$ 22.98 59,772	I	The John C Dean Rev Trust
Common Stock					100,000	I	MSSB C/F John C. Dean Roth Converted IRA 112-156064-086
					3,188	I	

Common Stock						SCV Management Co, LLC
Common Stock		4,627	I			Startup Capital Ventures, LP
Common Stock		10,000	I			The Dean Rev Trust, John C Dean and Alice S Dean TTEEs
Common Stock ⁽³⁾		8,122	D			
Common Stock ⁽⁴⁾		41,345	D			
Common Stock ⁽⁵⁾		2,706	D			

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

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SEC 1474 (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 (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. Price of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	\$ 0	03/02/2015		M	8,460	<u>(6)</u>	<u>(7)</u>	Common Stock	8,460

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman & CEO	

Dean John C
220 S. KING ST
HONOLULU, HI 96813

Signatures

/s/ Patricia Foley, attorney-in-fact for Mr. John C.
Dean

03/27/2015

__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) Shares exercised related to vesting from 2/28/13 grant
- (2) Shares exercised related to vesting from 2/28/14 grant
- (3) RSUs performance-based, granted 2/17/15 reported at maximum number of shares to vest. Actual number of shares to vest based on performance results
- (4) Includes RSUs granted 2/28/14, reported as Common Stock.
- (5) RSUs time-based; granted 2/17/15
- (6) 3 year step vest starting 2/28/2014
- (7) Only expires if terminated before vest date

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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