

MATSUMOTO COLBERT M
 Form 4/A
 January 28, 2005

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 *
 MATSUMOTO COLBERT M

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 SOUTH KING ST., 3RD FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2004

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

HONOLULU, HI 96813

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/18/2005

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/16/2004 | | P | 7,500 ⁽¹⁾ A \$ 32.5979 | 7,500 | I | CPF Directors Deferred Compensation Plan |
| Common Stock | 11/18/2004 | | P | 50 ⁽¹⁾ A \$ 32.35 | 7,550 | I | CPF Directors Deferred Compensation Plan |
| Common Stock | 12/03/2004 | | P | 235 ⁽¹⁾ A \$ 34.65 | 7,785 | I | CPF Directors Deferred Compensation Plan |

| 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. Code | 5. Transaction 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) |
|--|--|--------------------------------------|--|---------|---|--|---|
| Common Stock | | 12/21/2004 | | P | 1,522 ⁽¹⁾ | A \$ 36.5 9,307 I | CPF Directors Deferred Compensation Plan |
| Common Stock | | 12/31/2004 | | P | 143 ⁽¹⁾ | A \$ 36.26 9,450 I | CPF Directors Deferred Compensation Plan |
| Common Stock | | 01/04/2005 | | P | 69 ⁽¹⁾ | A \$ 35.69 9,519 I | CPF Directors Deferred Compensation Plan |
| Common Stock | | | | | | 10,639 ⁽²⁾ D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Code | 5. Transaction 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) |
|--|--|--------------------------------------|--|---------|---|--|---|
| Nonqualified Stock Option | \$ 18.48 | | | | | 09/15/2004 05/01/2013 | Common Stock 3,725 |
| Nonqualified Stock Option | \$ 21.59 | | | | | 09/15/2004 04/22/2014 | Common Stock 3,387 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MATSUMOTO COLBERT M 220 SOUTH KING ST., 3RD FLOOR HONOLULU, HI 96813 | X | | | |

Signatures

Dean K. Hirata,
Attorney-in-fact

01/28/2005

__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) Purchase of Central Pacific Financial Corp. common stock under the Central Pacific Financial Corp. Directors Deferred Compensation Plan.
- (2) Amended. In error, direct holdings on form 4 filed 1/18/05 was reported as 10,339 shares. Correct amount should read 10,639 to reflect the grant of 300 shares reported on form 4 filed 11/3/04.

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.