

Foley Patricia L
 Form 4/A
 February 16, 2018

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 *
 Foley Patricia L

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 STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

HONOLULU, HI 9813
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/16/2018

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	02/15/2018		A		628 \$ 0	D	
Common Stock	02/15/2018		F		522 ⁽²⁾ \$ 29.44	D	
Common Stock ⁽³⁾	02/15/2018		F		89 ⁽²⁾ \$ 29.44	D	
Common Stock ⁽⁴⁾	02/15/2018		F		101 ⁽²⁾ \$ 29.44	D	
Common Stock ⁽⁵⁾	02/15/2018		F		70 ⁽²⁾ \$ 29.44	D	

Common Stock	6,564	D
Common Stock <u>(6)</u>	2,335	D
Common Stock <u>(7)</u>	3,927	D
Common Stock <u>(8)</u>	4,420	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foley Patricia L 220 SOUTH KING STREET HONOLULU, HI 9813			Executive Vice President	

Signatures

/s/Stacey Rocha, attorney-in-fact for Patricia L Foley
02/16/2018

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) 2/15/18 RSU time-based grant. Shares vest evenly over 3 years.
- (2) Shares used to cover taxes for vested shares
- (3) RSUs time-based; granted 2/17/15
- (4) 2/16/16 RSU Time-Based Grant. Shares vest equally over 3 years.
- (5) 2/15/17 RSU Time-Based Grant. Shares vest evenly over 3 years
- (6) RSUs time-based grant 11/15/16; 5-year step vesting
- (7) RSU grant on 5/15/14, with 5-year vesting schedule. Shares to vest in equal increments over 5 years.
- (8) RSU grant 5/2/11. Outstanding shares as of 6/1/14. 3,410 shares to vest on 5/2/15 and 3,410 shares to vest on 5/2/16

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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