

Ngo Agnes Catherine  
 Form 4/A  
 February 08, 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 *<br>Ngo Agnes Catherine |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>CENTRAL PACIFIC FINANCIAL CORP [CPF] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director<br><input checked="" type="checkbox"/> Officer (give title below) President & CEO<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |
| (Last)                                                           | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/17/2015                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                |
| 220 S KING STREET<br><br>(Street)                                |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>02/17/2015                  |                                                                                                                                                                                                                                                                                                              |
| HONOLULU, HI 96813<br><br>(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 or Price                                                                               |                                                          |                                                       |       |                                                         |  |
| Common Stock                    | 01/01/2018 <sup>(1)</sup>            |                                                    | A                              |                                                                   | 5,182<br><u>(2)</u>                                                                           | A                                                        | \$ 0                                                  | 5,182 | D                                                       |  |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 26,967                                                | I     | Co-Trustee of Hines & Ngo 2000 Family Trust dtd 4/18/00 |  |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 5,886                                                 | I     | CPB Foundation                                          |  |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 8,139                                                 | I     | Hines & Ngo 2000 Family                                 |  |

| Class of Securities                        | Quantity | Code | Trust                           |
|--------------------------------------------|----------|------|---------------------------------|
| Common Stock                               | 8,497    | I    | Hines and Ngo 2000 Family Trust |
| Common Stock                               | 4,627    | I    | Startup Capital Ventures, LP    |
| Common Stock                               | 3,188    | I    | SVC Management Co. LLC          |
| Common Stock <sup>(3)</sup>                | 2,706    | D    |                                 |
| Common Stock <sup>(4)</sup> <sup>(5)</sup> | 14,275   | D    |                                 |
| Common Stock <sup>(6)</sup>                | 5,767    | D    |                                 |
| Common Stock <sup>(7)</sup>                | 2,855    | 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. 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 (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Ngo Agnes Catherine  
220 S KING STREET  
HONOLULU, HI 96813

X

President & CEO

## Signatures

/s/ Patricia Foley, attorney-in-fact for Ms.  
A.C. Ngo

02/08/2018

\_\_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) Performance period end date of 12/31/17
- (2) This is an amendment of the 2/17/15 filing, to report the actual # of shares (PSUs) that will vest on 2/15/18, based on the final performance results.
- (3) RSUs time-based; granted 2/17/15
- (4) PSUs (Two-thirds of 02/28/14 performance award grant)
- (5) RSUs (one-third of 2/28/14 grant) Time Based, whereby shares vest in equal increments over 3 years.
- (6) RSUs performance-based were originally filed on 3/4/2014 at the maximum performance criteria. This supplements that filing to note the actual number shares that vested based on the performance results.
- (7) RSUs time-based originally filed on 3/4/2014 were reported with RSUs performance-based and combined into one holding. This clarifies that filing and creates a separate holding for the RSUs time-based only.

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.