

BANK OF HAWAII CORP
Form 4
March 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
APOLIONA HAUNANI S

2. Issuer Name and Ticker or Trading Symbol
BANK OF HAWAII CORP [BOH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 2900
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2015

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

HONOLULU, HI 96846
(City) (State) (Zip)

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

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	03/10/2015		M	2,057 A \$ 47.35	18,857	D	
Common Stock	03/10/2015		F	1,614 D \$ 60.36	17,243	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.

SEC 1474 (9-02)

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

Edgar Filing: BANK OF HAWAII CORP - Form 4

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.
Director Stock Option	\$ 47.35	03/10/2015		M	2,057	04/29/2006 04/29/2015	Common Stock	2,057

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLIONA HAUNANI S PO BOX 2900 HONOLULU, HI 96846	X			

Signatures

S. APOLIONA 03/12/2015

__Signature of Date
Reporting Person

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).

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. "center"> \$ 2304/24/2018 D(1) 86,142 (10)03/31/2027 Common Stock 86,142 (9) 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bishop William W JR C/O BLUE BUFFALO PET PRODUCTS, INC. 11 RIVER ROAD WILTON, CT 06897	X		President and CEO	

Signatures

/s/ Karen M. McCarthy, as
Attorney-in-Fact

04/24/2018

__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).

On April 24, 2018, General Mills, Inc., a Delaware corporation ("Buyer"), acquired the Issuer pursuant to that certain Agreement and Plan of Merger entered into by and among the Issuer, Buyer and Bravo Merger Corp., a Delaware corporation and wholly-owned subsidiary of Buyer ("Merger Sub"), dated as of February 22, 2018 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving such merger as a wholly-owned subsidiary of Buyer (the "Merger").

At the effective time of the Merger (the "Effective Time"), each outstanding share of the Issuer's common stock (other than certain excluded shares) automatically converted into the right to receive \$40.00 in cash, without interest and after giving effect to any required withholding taxes (the "Merger Consideration").
- (1) Reflects shares held by The Orca Trust for the benefit of the Reporting Person's family, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares held by the trust, except to the extent of his pecuniary interest therein.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.
- (3) These RSUs were to vest on April 1, 2019.

Each RSU, whether vested or unvested, outstanding immediately prior to the Effective Time was cancelled and entitled the holder of such RSU to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the RSU multiplied by (ii) the Merger Consideration, less applicable tax withholding.
- (4) These RSUs were to vest on March 31, 2020.
- (5) These options were to vest on April 1, 2019.

At the Effective Time, each stock option, whether vested or unvested, outstanding immediately before the Effective Time was cancelled and entitled the holder of such option to receive, without interest, an amount in cash equal to the product of (i) the total number of shares of Issuer common stock subject to the stock option multiplied by (ii) the excess, if any, of the Merger Consideration over the exercise price of such stock option, less applicable tax withholding.
- (6) These options were to vest on March 31, 2020.
- (7) These options were to vest on April 1, 2019.
- (8) These options were to vest on March 31, 2020.
- (9) These options were to vest on March 31, 2020.
- (10) These options were to vest on March 31, 2020.

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.