UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report

Delaware

October 28, 2019

99-0148992

(Date of earliest event reported)

BANK OF HAWAII CORP

(Exact name of registrant as specified in its charter)

1-6887

(State of Incorporation)		(Commission File Number)	(IRS E	Employer Identification No.)
130 Merchant Street		Honolulu	Hawaii	96813
(Address of principal executive offi	ces)	(City)	(State)	(Zip Code)
	(Registrant	(888) 643-3888 t's telephone number, including	g area code)	
	(Former name	N/A or former address, if changed s	since last report)	
Securities registered pursuant to Section 12(b) of the Act:			
Title of each class		<u>Trading Symbol</u>	·	ge on which registered
Common Stock \$.01 F	Par Value	ВОН	New York Sto	ock Exchange
Check the appropriate box below if the Form provisions (see General Instruction A.2. belo Written communications pursuant to Rule Soliciting material pursuant to Rule Pre-commencement communication Pre-commencement communication Indicate by check mark whether the registran or Rule 12b-2 of the Securities Exchange Ac	w): to Rule 425 under the e 14a-12 under the E ns pursuant to Rule ns pursuant to Rule t is an emerging gro	Exchange Act (17 CFR 240.14d-2(b) under the Exchange 13e-4(c) under the Exchange the Exchange 13e-4(c) under the Exchange	(30.425) .14a-12) ge Act (17 CFR 240.14d-2(b)) ge Act (17 CFR 240.13e-4 (c))	
Emerging growth company				
If an emerging growth company, indicate by revised financial accounting standards provide				od for complying with any new or

Item 2.02. Results of Operations and Financial Condition.

On October 28, 2019, Bank of Hawaii Corporation announced its results of operations for the quarter ended September 30, 2019. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

99.1 October 28, 2019 Press Release: Bank of Hawaii Corporation Third Quarter 2019 Financial Results. Any internet addresses provided in this release are for informational purposes only and are not intended to be hyperlinks. Furnished herewith.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 28, 2019 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary





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Bank of Hawaii Corporation Third Quarter 2019 Financial Results

- Diluted Earnings Per Share \$1.29
- Net Income \$52.1 Million
- Board of Directors Declares Dividend of \$0.67 Per Share

FOR IMMEDIATE RELEASE

HONOLULU, HI (October 28, 2019) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$1.29 for the third quarter of 2019, down from \$1.40 in the second quarter of 2019 and \$1.36 in the third quarter of 2018. Net income for the third quarter of 2019 was \$52.1 million compared with net income of \$56.9 million in the previous quarter and \$56.9 million in the same quarter last year. Net income in the third quarter of 2019 included the previously announced increase in the legal reserve of \$6.0 million related to the tentative settlement of a class action lawsuit regarding the Company's overdraft practices.

Loan and lease balances increased to \$10.9 billion at September 30, 2019, up 1.1 percent from June 30, 2019 and up 6.4 percent compared with September 30, 2018. Deposits were \$15.3 billion at the end of the third quarter of 2019, down 1.0 percent from the previous quarter primarily due to a seasonal decline in public deposits and up 3.4 percent compared with the third quarter last year.

"We were pleased with Bank of Hawaii's overall financial results during the third quarter of 2019," said Peter S. Ho, Chairman, President, and CEO. "Loan balances continue to grow, deposits were in line with our expectations, total revenue increased, asset quality remains strong, and our core expenses were well controlled."

The return on average assets for the third quarter of 2019 was 1.17 percent compared with 1.31 percent in the previous quarter and 1.33 percent in the same quarter last year. The return on average equity for the third quarter of 2019 was 16.02 percent compared with 17.97 percent for the second quarter of 2019 and 18.06 percent in the third quarter of 2018. The efficiency ratio for the third quarter of 2019 was 58.55 percent compared with 54.69 percent in the previous quarter and 55.07 percent in the same quarter last year.

For the nine-month period ended September 30, 2019, net income was \$167.8 million, an increase of \$2.1 million from net income of \$165.7 million for the same period last year. Diluted earnings per share were \$4.11 for the nine-month period in 2019 compared with diluted earnings per share of \$3.93 for the same period in 2018. The 2019 year-to-date return on average assets was 1.29 percent compared with 1.31 percent for the same period in 2018. The 2019 year-to-date return on average equity was 17.58 percent compared with 17.83 percent for the nine months ended September 30, 2018. The efficiency ratio for the nine-month period ended September 30, 2019 was 56.16 percent compared with 56.36 percent for the same period last year.

Financial Highlights

Net interest income, on a taxable equivalent basis, for the third quarter of 2019 was \$125.2 million, an increase of \$0.5 million from net interest income of \$124.7 million in the second quarter of 2019 and an increase of \$1.0 million from net interest income of \$124.2 million in the third quarter of last year. Net interest income for the nine-month period in 2019 was \$375.7 million, an increase of \$9.4 million from net interest income of \$366.3 million for the same period in 2018. Analyses of the changes in net interest income are included in Tables 8a, 8b, and 8c.

The net interest margin was 3.01 percent for the third quarter of 2019, a decrease of 3 basis points from the net interest margin of 3.04 percent in the second quarter of 2019 and a 6 basis point decrease from the net interest margin of 3.07 percent in the third quarter of 2018. The net interest margin for the first nine months of 2019 was 3.05 percent, an increase of 1 basis point compared with 3.04 percent for the same nine-month period last year.

Results for the third quarter of 2019 included a provision for credit losses of \$4.3 million compared with a provision for credit losses of \$4.0 million in the previous quarter and \$3.8 million in the same quarter last year. The provision for credit losses during the first nine months of 2019 was \$11.3 million compared with \$11.4 million during the same period in 2018.

Noninterest income was \$46.5 million in the third quarter of 2019, up \$1.0 million from noninterest income of \$45.5 million in the second quarter of 2019 and up \$5.0 million from \$41.5 million in the same quarter last year. Noninterest income during the third quarter of 2019 included a negative adjustment of \$0.5 million related to a change in the Visa Class B conversion ratio. There were no significant items in noninterest income during the second quarter of 2019 or the third quarter of 2018. The increase in noninterest income compared to the third quarter of 2018 was largely due to an increase in mortgage banking income and customer derivative activity. Noninterest income for the ninemonths ended September 30, 2019 was \$135.6 million, an increase of \$8.8 million compared with noninterest income of \$126.8 million for the same period in 2018.

Noninterest expense was \$100.3 million in the third quarter of 2019, up \$7.6 million from noninterest expense of \$92.7 million in the previous quarter and up \$9.8 million from \$90.5 million in the same quarter last year. Noninterest expense during the third quarter of 2019 included the previously mentioned \$6.0 million increase in the legal reserve. There were no significant items in noninterest expense during the second quarter of 2019 or the third quarter of 2018. Noninterest expense for the nine-months ended September 30, 2019 was \$286.1 million compared with noninterest expense of \$275.7 million for the same period in 2018. An analysis of noninterest expenses related to salaries and benefits is included in Table 9.

The effective tax rate for the third quarter of 2019 was 22.08 percent compared with 21.84 percent in the previous quarter and 18.75 percent during the same quarter last year. The effective tax rate for the nine-month period ended September 30, 2019 was 20.89 percent compared with 18.00 percent for the same period last year.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services and Private Banking, and Treasury and Other. Results are determined based on the Company's internal financial management reporting process and organizational structure. Selected financial information for the business segments is included in Tables 13a and 13b.

Asset Quality

The Company's overall asset quality remained strong during the third quarter of 2019. Total non-performing assets were \$21.6 million at September 30, 2019, down from \$21.8 million at June 30, 2019 and up from \$13.8 million at September 30, 2018. As a percentage of total loans and leases and foreclosed real estate, non-performing assets were 0.20 percent at September 30, 2019, unchanged from June 30, 2019 and up from 0.13 percent at September 30, 2018.

Accruing loans and leases past due 90 days or more were \$6.1 million at September 30, 2019 compared with \$6.4 million at June 30, 2019 and \$8.1 million at September 30, 2018. Restructured loans and leases not included in non-accrual loans or accruing loans past due 90 days or more were \$46.2 million at September 30, 2019, down from \$48.6 million at June 30, 2019 and \$49.5 million at September 30, 2018. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loans and leases charged off during the third quarter of 2019 were \$3.0 million or 0.11 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$5.8 million during the quarter were partially offset by recoveries of \$2.8 million. Net charge-offs during the second quarter of 2019 were \$2.4 million or 0.09 percent annualized of total average loans and leases outstanding and were comprised of \$5.1 million in charge-offs partially offset by recoveries of \$2.8 million. Net charge-offs during the third quarter of 2018 were \$3.3 million or 0.13 percent annualized of total average loans and leases outstanding and were comprised of \$6.0 million in charge-offs partially offset by recoveries of \$2.7 million. Net charge-offs in the nine-month period ended September 30, 2019 were \$9.0 million, or 0.11 percent annualized of total average loans and leases outstanding compared with net charge-offs of \$10.1 million, or 0.14 percent annualized of total average loans and leases outstanding for the same period in 2018.

The allowance for loan and lease losses was \$108.9 million at September 30, 2019 compared with \$107.7 million at June 30, 2019 and \$108.7 million at September 30, 2018. The ratio of the allowance for loan and lease losses to total loans and leases outstanding was 1.00 percent at September 30, 2019, unchanged from the previous quarter and down 6 basis points from the end of the same quarter last year. The reserve for unfunded commitments at September 30, 2019 of \$6.8 million was unchanged from June 30, 2019 and September 30, 2018. Details of loan and lease charge-offs, recoveries and the components of the total reserve for credit losses are summarized in Table 12.

Other Financial Highlights

Total assets were \$17.7 billion at September 30, 2019, down \$16.7 million from June 30, 2019 and up \$680.4 million from total assets of \$17.0 billion at September 30, 2018. Average total assets were \$17.6 billion during the third quarter of 2019 compared with \$17.5 billion during the previous quarter and \$17.0 billion during the same quarter last year.

The investment securities portfolio was \$5.5 billion at September 30, 2019, a decrease of \$68.3 million from total securities of \$5.6 billion at June 30, 2019 and a decrease of \$172.9 million from total securities of \$5.7 billion at September 30, 2018. The portfolio remains largely comprised of securities issued by U. S. government agencies and included \$2.9 billion in securities held to maturity and \$2.6 billion in securities available for sale at September 30, 2019.

Total loans and leases were \$10.9 billion at September 30, 2019, an increase of \$122.2 million from total loans and leases of \$10.8 billion at June 30, 2019 and up \$650.2 million from total loans and leases of \$10.2 billion at September 30, 2018. Average total loans and leases were \$10.8 billion during the third quarter of 2019 compared with \$10.6 billion during the previous quarter and \$10.1 billion during the same quarter last year. The commercial loan portfolio increased to \$4.2 billion at the end of the third quarter of 2019, up \$54.4 million from \$4.1 billion at the end of the previous quarter and up \$256.4 million from \$3.9 billion at the end of the third quarter last year. Total consumer loans increased to \$6.7 billion at the end of the third quarter of 2019, up \$67.8 million from \$6.7 billion at the end of the previous quarter and up \$393.8 million from \$6.3 billion at the end of the third quarter last year. Loan and lease portfolio balances are summarized in Table 10.

Total deposits were \$15.3 billion at September 30, 2019, a decrease of \$148.1 million from total deposits of \$15.5 billion at June 30, 2019 and an increase of \$497.4 million from total deposits of \$14.8 billion at September 30, 2018. Average total deposits were \$15.3 billion during the third quarter of 2019 compared with \$15.2 billion during the previous quarter and \$14.8 billion during the same quarter last year. Consumer deposits were \$7.9 billion at the end of the third quarter of 2019, up \$13.2 million from \$7.9 billion at the end of the previous quarter and up \$265.9 million from \$7.6 billion at the end of the same quarter last year. Commercial deposits were \$6.2 billion at the end of the third quarter of 2019, down \$25.5 million from \$6.2 billion at the end of the previous quarter and up \$186.1 million from \$6.0 billion at the end of the same quarter last year. Other deposits, including public funds, were \$1.3 billion at September 30, 2019, down \$135.7 million from \$1.4 billion at June 30, 2019 and up \$45.3 million from \$1.2 billion at September 30, 2018. Deposit balances are summarized in Tables 7 and 10.

During the third quarter of 2019, the Company repurchased 0.4 million shares of common stock at a total cost of \$29.9 million under its share repurchase program. The average cost was \$83.07 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through September 30, 2019, the Company has repurchased 56.6 million shares and returned \$2.3 billion to shareholders at an average cost of \$40.09 per share. Remaining buyback authority under the share repurchase program was \$57.0 million at September 30, 2019. From October 1 through October 25, 2019 the Company repurchased an additional 92.0 thousand shares of common stock at an average cost of \$84.46 per share.

Total shareholders' equity was \$1.29 billion at September 30, 2019, up slightly from \$1.29 billion at June 30, 2019 and up from \$1.25 billion at September 30, 2018. The Tier 1 Capital Ratio was 12.33 percent at September 30, 2019 compared with 12.46 percent at June 30, 2019 and 13.20 percent at September 30, 2018. The Tier 1 leverage ratio at September 30, 2019 was 7.32 percent compared with 7.36 percent at June 30, 2019 and 7.55 percent at September 30, 2018.

The Company's Board of Directors declared a quarterly cash dividend of \$0.67 per share on the Company's outstanding shares. The dividend will be payable on December 13, 2019 to shareholders of record at the close of business on November 29, 2019.

Hawaii Economy

General economic conditions in Hawaii remained positive during the third quarter of 2019 although recent trends indicate a more modest growth rate for the State going forward. The statewide seasonally-adjusted unemployment rate continues to remain low at 2.7 percent in September 2019 compared to 3.5 percent nationally. Total visitor arrivals increased 5.2 percent in the first eight months of 2019 compared to the same eight-month period in 2018 supported by strong growth in air seat capacity. Total visitor spending decreased 0.5 percent for the eight-month period in 2019 compared with the same eight-month period in 2018. The real estate market remains active with strong growth in single-family home sales during the third quarter of 2019. For the first nine months of 2019, the median sales price of a single-family home on Oahu decreased 0.5 percent and the median price of a condominium on Oahu decreased 1.0 percent compared with the same period in 2018. The volume of single-family home sales on Oahu increased 0.8 percent and the volume of condominium sales on Oahu decreased 6.7 percent for the first nine months of 2019 compared to the same nine-month period in 2018. As of September 30, 2019, months of inventory of single-family homes and condominiums on Oahu were 3.5 months and 3.9 months, respectively. More information on current Hawaii economic trends is presented in Table 15.

Conference Call Information

The call will be accessible via teleconference and via the investor relations link of Bank of Hawaii Corporation's website, www.boh.com. The toll-free number is 1 (844) 543-5235 in the United States and Canada and 1 (703) 318-2209 for other international callers. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning approximately 11:00 a.m. Hawaii Time on Monday, October 28, 2019. The replay number is 1 (855) 859-2056 in the United States and Canada and 1 (404) 537-3406 from other international locations. Enter the conference ID 2768225 when prompted. In addition, a replay will be available on the Company's website, www.boh.com.

Forward-Looking Statements

This news release, and other statements made by the Company in connection with it may contain "forward-looking statements", such as forecasts of our financial results and condition, expectations for our operations and business prospects, and our assumptions used in those forecasts and expectations. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations because of a variety of factors. More information about these factors is contained in Bank of Hawaii Corporation's Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the U.S. Securities and Exchange Commission. We have not committed to update forward-looking statements to reflect later events or circumstances.

Bank of Hawaii Corporation is an independent regional financial services company serving businesses, consumers, and governments in Hawaii and the West Pacific. The Company's principal subsidiary, Bank of Hawaii, was founded in 1897. For more information about Bank of Hawaii Corporation, see the Company's web site, www.boh.com.

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Financial Highlights Table 1

			Thr	ee Months Ende	ed			Nine Mo	nths En	ded	
	S	eptember 30,		June 30,		September 30,		•	mber 30	*	
(dollars in thousands, except per share amounts)		2019		2019		2018		2019		2018	
For the Period:											
Operating Results											
Net Interest Income	\$	124,896	\$	124,097	\$		\$	373,830	\$	362,379	
Provision for Credit Losses		4,250		4,000		3,800		11,250		11,425	
Total Noninterest Income		46,507		45,450		41,482		135,636		126,815	
Total Noninterest Expense Net Income		100,349 52,052		92,725 56,919		90,538 56,933		286,131 167,770		275,713 165,691	
Basic Earnings Per Share		1.30		1.40		1.37		4.14		3.96	
Diluted Earnings Per Share		1.29		1.40		1.36		4.11		3.93	
Dividends Declared Per Share		0.65		0.65		0.60		1.92		1.72	
Performance Ratios											
Return on Average Assets		1.17	%	1.31	%	1.33	%	1.29	%	1.31	%
Return on Average Shareholders' Equity		16.02	70	17.97	70	18.06	70	17.58	, 0	17.83	70
Efficiency Ratio ¹		58.55		54.69		55.07		56.16		56.36	
Net Interest Margin ²		3.01		3.04		3.07		3.05		3.04	
Dividend Payout Ratio ³		50.00		46.43		43.80		46.38		43.43	
Average Shareholders' Equity to Average Assets		7.32		7.27		7.35		7.31		7.32	
Average Balances											
Average Loans and Leases	\$	10,770,720	\$	10,631,558	\$	10,081,886	\$	10,624,311	\$	9,950,518	
Average Assets		17,605,394		17,480,651		17,015,340		17,442,054		16,965,075	
Average Deposits		15,330,691		15,162,782		14,820,480		15,156,275		14,750,382	
Average Shareholders' Equity		1,289,417		1,270,162		1,250,500		1,275,753		1,242,629	
Per Share of Common Stock											
Book Value	\$	32.00	\$	31.61	\$	29.98	\$	32.00	\$	29.98	
Tangible Book Value		31.22		30.83		29.22		31.22		29.22	
Market Value											
Closing		85.93		82.91		78.91		85.93		78.91	
High		88.20		84.53		86.53		88.20		89.09	
Low		79.13		75.24		78.30		66.54		78.30	
				September 30),	June 30	,	December 31,		September 30	0,
				201	9	2019	9	2018		201	8
As of Period End:											
Balance Sheet Totals											
Loans and Leases			\$	10,881,298	\$	10,759,129	\$	10,448,774	\$	10,231,062	
Total Assets				17,672,140		17,688,845		17,143,974		16,991,734	
Total Deposits				15,340,752		15,488,821		15,027,242		14,843,335	
Other Debt				110,585		110,605		135,643		185,662	
Total Shareholders' Equity				1,291,490		1,285,948		1,268,200		1,253,327	
Asset Quality											
Non-Performing Assets			\$	21,645	\$		\$	12,930	\$	13,798	
Allowance for Loan and Lease Losses				108,936		107,672		106,693		108,690	
Allowance to Loans and Leases Outstanding				1.00	%	1.00	%	1.02	%	1.06	%
Capital Ratios											
Common Equity Tier 1 Capital Ratio				12.33	%	12.46	%	13.07	%	13.20	%
Tier 1 Capital Ratio				12.33		12.46		13.07		13.20	
Total Capital Ratio				13.44		13.57		14.21		14.38	
Tier 1 Leverage Ratio				7.32		7.36		7.60		7.55	
Total Shareholders' Equity to Total Assets				7.31		7.27		7.40		7.38	
Tangible Common Equity to Tangible Assets 4				7.14		7.10		7.23		7.20	
Tangible Common Equity to Risk-Weighted Assets 4				12.10		12.17		12.52		12.56	
Non-Financial Data											
Full-Time Equivalent Employees				2,124		2,152		2,122		2,143	
Branches				67		68		69		69	
ATMs				379		383		382		382	

¹ Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and total noninterest income).

² Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

³ Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

⁴ Tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. See Table 2 "Reconciliation of Non-GAAP Financial Measures."

Note: Common Equity Tier 1 and Tier 1 Capital Ratios were revised from 13.19% and Tangible Common Equity to Risk-Weighted Assets was revised from 12.55% as of September 30, 2018.

Reconciliation of Non-GAAP Financial Measures

Table 2

(dollars in thousands)	September 30, 2019	June 30, 2019		December 31, 2018		September 30, 2018	
Total Shareholders' Equity	\$ 1,291,490	\$ 1,285,948	\$	1,268,200	\$	1,253,327	
Less: Goodwill	31,517	31,517		31,517		31,517	
Tangible Common Equity	\$ 1,259,973	\$ 1,254,431	\$	1,236,683	\$	1,221,810	
Total Assets	\$ 17,672,140	\$ 17,688,845	\$	17,143,974	\$	16,991,734	
Less: Goodwill	31,517	31,517		31,517		31,517	
Tangible Assets	\$ 17,640,623	\$ 17,657,328	\$	17,112,457	\$	16,960,217	
Risk-Weighted Assets, determined in accordance							
with prescribed regulatory requirements	\$ 10,416,560	\$ 10,309,085	\$	9,878,904	\$	9,731,082	
Total Shareholders' Equity to Total Assets	7.31 %	7.27 %		7.40 %)	7.38 %	
Tangible Common Equity to Tangible Assets (Non-GAAP)	7.14 %	7.10 %		7.23 %)	7.20 %	
Tier 1 Capital Ratio	12.33 %	12.46 %		13.07 %)	13.20 %	
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)	12.10 %	12.17 %		12.52 %)	12.56 %	

Note: Risk-Weighted Assets was revised from \$9,732,618, Tier 1 Capital Ratio was revised from 13.19%, and Tangible Common Equity to Risk-Weighted Assets was revised from 12.55% as of September 30, 2018.

Consolidated Statements of Income

Income Before Provision for Income Taxes

Provision for Income Taxes

Basic Earnings Per Share

Diluted Earnings Per Share

Dividends Declared Per Share

Basic Weighted Average Shares

Diluted Weighted Average Shares

Net Income

		Thr	ee Months Ende	d	Nine Mo	nths E	nded
	September 30	,	June 30,	September 30,	 Septer	mber 3	30,
(dollars in thousands, except per share amounts)	2019		2019	2018	2019		2018
Interest Income							
Interest and Fees on Loans and Leases	\$ 110,8'	77 \$	110,401	\$ 104,248	\$ 329,789	\$	303,193
Income on Investment Securities							
Available-for-Sale	17,5	2	15,072	12,588	46,016		37,109
Held-to-Maturity	18,79	96	22,149	20,821	62,866		62,828
Deposits		9	9	10	33		24
Funds Sold	65	6	730	1,393	2,830		2,996
Other	23	33	210	364	762		1,005
Total Interest Income	148,08	33	148,571	139,424	442,296		407,155
Interest Expense							
Deposits	18,0:	55	18,628	10,931	51,967		27,971
Securities Sold Under Agreements to Repurchase	4,2:	57	4,623	4,667	13,451		13,848
Funds Purchased	14	16	512	33	815		169
Short-Term Borrowings		1	1	28	38		57
Other Debt	72	28	710	838	2,195		2,731
Total Interest Expense	23,18	37	24,474	16,497	68,466		44,776
Net Interest Income	124,89	96	124,097	122,927	373,830		362,379
Provision for Credit Losses	4,2:	50	4,000	3,800	11,250		11,425
Net Interest Income After Provision for Credit Losses	120,64	16	120,097	119,127	362,580		350,954
Noninterest Income							
Trust and Asset Management	10,93	30	11,385	10,782	33,076		33,319
Mortgage Banking	4,86	54	3,336	1,965	10,487		6,289
Service Charges on Deposit Accounts	7,59	2	7,283	7,255	22,239		21,249
Fees, Exchange, and Other Service Charges	14,90	00	14,252	14,173	43,360		42,906
Investment Securities Gains (Losses), Net	(1,46	i9)	(776)	(729)	(3,080)		(3,097)
Annuity and Insurance	1,2	78	1,806	1,360	5,662		4,413
Bank-Owned Life Insurance	1,64	17	1,779	1,620	5,136		5,258
Other	6,70	55	6,385	5,056	18,756		16,478
Total Noninterest Income	46,50)7	45,450	41,482	135,636		126,815
Noninterest Expense							
Salaries and Benefits	54,34	15	53,511	51,782	164,442		158,352
Net Occupancy	8,80)3	8,579	8,702	24,976		25,824
Net Equipment	7,63	37	6,895	6,116	21,365		17,488
Data Processing	4,6	76	4,727	4,241	13,929		12,695
Professional Fees	2,18	34	2,177	2,206	6,814		7,525
FDIC Insurance	1,2:	57	1,290	2,057	3,816		6,396
Other	21,44	17	15,546	15,434	50,789		47,433
Total Noninterest Expense	100,34	19	92,725	90,538	 286,131		275,713

66,804

14,752

52,052

1.30

1.29

0.65 \$

40,190,508

40,450,742

\$

\$

\$

\$

\$

72,822

15,903

56,919 \$

1.40

0.65 \$

40,541,594

40,769,767

1.40 \$

\$

70,071

13,138

56,933

1.37

1.36

0.60

41,620,776

41,899,401

\$

\$

\$

\$

212,085

44,315

167,770

40,554,036

40,806,295

4.14 \$

4.11 \$

1.92 \$

\$

202,056

36,365

165,691

3.96

3.93

1.72

41,846,080

42,133,776

Consolidated Statements of Comprehensive Income

			Th	ree Months Ende	d		Nine Mo	nths I	Ended
	S	eptember 30,		June 30,		September 30,	 Septer	nber	30,
(dollars in thousands)		2019		2019		2018	2019		2018
Net Income	\$	52,052	\$	56,919	\$	56,933	\$ 167,770	\$	165,691
Other Comprehensive Income (Loss), Net of Tax:									
Net Unrealized Gains (Losses) on Investment Securities		5,405		16,209		(5,599)	28,533		(17,694)
Defined Benefit Plans		245		245		216	736		648
Other Comprehensive Income (Loss)		5,650		16,454		(5,383)	29,269		(17,046)
Comprehensive Income	\$	57,702	\$	73,373	\$	51,550	\$ 197,039	\$	148,645

Consolidated Statements of Condition

		September 30,	June 30,	December 31,	September 30,
(dollars in thousands)		2019	2019	2018	2018
Assets					
Interest-Bearing Deposits in Other Banks	\$	2,946 \$	3,859 \$	3,028 \$	3,725
Funds Sold		108,446	204,340	198,860	104,199
Investment Securities					
Available-for-Sale		2,594,394	2,649,949	2,007,942	2,049,687
Held-to-Maturity (Fair Value of \$2,972,273; \$2,973,229; \$3,413,994; and \$3,549,235)		2,946,910	2,959,611	3,482,092	3,664,487
Loans Held for Sale		36,720	22,706	10,987	18,063
Loans and Leases		10,881,298	10,759,129	10,448,774	10,231,062
Allowance for Loan and Lease Losses		(108,936)	(107,672)	(106,693)	(108,690)
Net Loans and Leases		10,772,362	10,651,457	10,342,081	10,122,372
Total Earning Assets		16,461,778	16,491,922	16,044,990	15,962,533
Cash and Due from Banks		259,492	282,164	324,081	227,049
Premises and Equipment, Net		179,453	169,671	151,837	142,928
Operating Lease Right-of-Use Assets		101,005	103,336	_	_
Accrued Interest Receivable		47,897	49,726	51,230	54,839
Foreclosed Real Estate		2,939	2,737	1,356	1,909
Mortgage Servicing Rights		24,408	24,233	24,310	24,463
Goodwill		31,517	31,517	31,517	31,517
Bank-Owned Life Insurance		286,936	285,295	283,771	282,637
Other Assets		276,715	248,244	230,882	263,859
Total Assets	\$	17,672,140 \$	17,688,845 \$	17,143,974 \$	16,991,734
Liabilities					
Deposits					
Noninterest-Bearing Demand	\$	4,392,706 \$	4,528,251 \$	4,739,596 \$	4,678,981
Interest-Bearing Demand	•	3,000,865	3,033,066	3,002,925	2,975,069
Savings		6,141,098	6,004,528	5,539,199	5,444,053
Time		1,806,083	1,922,976	1,745,522	1,745,232
Total Deposits		15,340,752	15,488,821	15,027,242	14,843,335
Short-Term Borrowings		_	_	199	629
Securities Sold Under Agreements to Repurchase		604,299	504,299	504,296	504,293
Other Debt		110,585	110,605	135,643	185,662
Operating Lease Liabilities		108,264	110,483	-	-
Retirement Benefits Payable		39,682	40,047	40,494	36,288
Accrued Interest Payable		8,435	9,454	8,253	7,689
Taxes Payable and Deferred Taxes		21,089	21,337	19,736	15,549
Other Liabilities		147,544	117,851	139,911	144,962
Total Liabilities		16,380,650	16,402,897	15,875,774	15,738,407
Shareholders' Equity		10,500,050	10,102,077	10,070,777	15,750,107
Common Stock (\$.01 par value; authorized 500,000,000 shares;					
issued / outstanding: September 30, 2019 - 58,176,305 / 40,359,259;					
June 30, 2019 - 58,175,367 / 40,687,719; December 31, 2018 - 58,063,689 / 41,499,898;					
and September 30, 2018 - 58,070,578 / 41,809,551)		579	579	577	577
Capital Surplus		580,200	577,346	571,704	569,223
Accumulated Other Comprehensive Loss		(21,774)	(27,424)	(51,043)	(59,238)
Retained Earnings		1,730,437	1,704,993	1,641,314	1,612,998
Treasury Stock, at Cost (Shares: September 30, 2019 - 17,817,046; June 30, 2019 - 17,487,648;		1,750,757	1,, 0 1,, 7, 5	1,0 .1,517	1,012,770
December 31, 2018 - 16,563,791; and September 30, 2018 - 16,261,027)		(997,952)	(969,546)	(894,352)	(870,233)
Total Shareholders' Equity		1,291,490	1,285,948	1,268,200	1,253,327
Total Liabilities and Shareholders' Equity	\$	17,672,140 \$	17,688,845 \$	17,143,974 \$	16,991,734
-van -monaco and onarenousis Equity	3	17,072,170 \$	17,000,042 \$	17,172,277 \$	10,771,737

Consolitation Statements of Shareholders Equi	c.j						Tubic 0
				Accum.			
				Other			
				Compre-			
	C	C	Conital	hensive	D-4	T	
(1-11	Common Shares	Common Stock	Capital	Income	Retained	Treasury Stock	Total
(dollars in thousands)	Outstanding		Surplus	(Loss)	Earnings		
Balance as of December 31, 2018	41,499,898 \$	577 \$	571,704 \$	(51,043) \$	1,641,314 \$	(894,352) \$	1,268,200
Net Income	_	_	_	-	167,770	_	167,770
Other Comprehensive Income	_	_	_	29,269	_	_	29,269
Share-Based Compensation	_	_	6,662	_	_	_	6,662
Common Stock Issued under Purchase and Equity							
Compensation Plans	200,984	2	1,834	_	(109)	4,275	6,002
Common Stock Repurchased	(1,341,623)	_	_	_	_	(107,875)	(107,875)
Cash Dividends Declared (\$1.92 per share)	_	_	_		(78,538)	_	(78,538)
Balance as of September 30, 2019	40,359,259 \$	579 \$	580,200 \$	(21,774) \$	1,730,437 \$	(997,952) \$	1,291,490
Balance as of December 31, 2017	42,401,443 \$	576 \$	561,161 \$	(34,715) \$	1,512,218 \$	(807,372) \$	1,231,868
Net Income	42,401,443 \$	576 \$	301,101 \$	(34,/13) \$, ,
	_			(17.046)	165,691		165,691
Other Comprehensive Loss	_	_	_	(17,046)	_	_	(17,046)
Reclassification of the Income Tax Effects of the				(5.155)			
Tax Cuts and Jobs Act from AOCI	_	_	_	(7,477)	7,477	_	
Share-Based Compensation		_	6,208	_	_	_	6,208
Common Stock Issued under Purchase and Equity							
Compensation Plans	203,289	1	1,854	_	251	4,127	6,233
Common Stock Repurchased	(795,181)	_	_	_	_	(66,988)	(66,988)
Cash Dividends Declared (\$1.72 per share)				_	(72,639)		(72,639)
Balance as of September 30, 2018	41,809,551 \$	577 \$	569,223 \$	(59,238) \$	1,612,998 \$	(870,233) \$	1,253,327

Average Balances and Interest Rates - Taxable-Equivalent Basis

Table 7a

	Three	Months Ended		Three M	Months Ended		Three M	onths Ended	
	Septer	mber 30, 2019		Jun	ie 30, 2019		Septem	ber 30, 2018	
	Average	Income/	Yield/	Average	Income/	Yield/	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate	Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets									
Interest-Bearing Deposits in Other Banks	\$ 3.1 5	s —	1.19 %	\$ 2.9 \$	_	1.25 %	\$ 3.6 \$	_	1.09 %
Funds Sold	121.1	0.7	2.12	123.6	0.8	2.34	281.9	1.4	1.93
Investment Securities									
Available-for-Sale									
Taxable	2,647.9	17.1	2.59	2,004.3	14.3	2.87	1,512.1	9.5	2.51
Non-Taxable	42.6	0.5	4.45	86.8	0.9	4.15	567.5	3.9	2.75
Held-to-Maturity									
Taxable	2,873.7	18.5	2.57	3,358.0	21.0	2.50	3,413.7	19.3	2.26
Non-Taxable	65.2	0.4	2.72	193.0	1.5	3.08	236.1	1.9	3.16
Total Investment Securities	5,629.4	36.5	2.59	5,642.1	37.7	2.68	5,729.4	34.6	2.41
Loans Held for Sale	24.3	0.2	3.94	18.7	0.2	4.05	14.9	0.2	4.45
Loans and Leases 1							,,		
Commercial and Industrial	1,383.8	14.4	4.14	1,385.7	14.9	4.31	1,279.4	13.0	4.04
Commercial Mortgage	2,423.7	26.2	4.28	2,386.3	25.9	4.35	2,180.5	23.0	4.19
Construction	126.0	1.6	5.10	125.3	1.7	5.51	187.0	2.2	4.65
Commercial Lease Financing	161.8	1.0	2.57	159.9	1.0	2.49	175.0	1.0	2.30
Residential Mortgage	3,809.6	36.5	3.83	3,730.4	36.0	3.87	3,563.5	34.0	3.82
Home Equity	1,689.2	16.1	3.79	1,694.9	16.2	3.83	1,622.4	15.7	3.83
Automobile	707.0	6.4	3.59	688.5	6.2	3.62	606.3	5.9	3.84
Other ²	469.6	8.5	7.16	460.6	8.4	7.33	467.8	9.3	7.90
Total Loans and Leases	10,770.7	110.7	4.09	10,631.6	110.3	4.16	10,081.9	104.1	4.11
Other	35.0	0.3	2.66	35.0	0.2	2.40	38.9	0.4	3.74
Total Earning Assets ³	16,583.6	148.4	3.56	16,453.9	149.2	3.63	16,150.6	140.7	3.47
Cash and Due from Banks	231.5	140.4	3.30	241.6	147.2	3.03	252.1	140.7	3.47
Other Assets	790.3			785.2			612.6		
	\$ 17,605.4			\$ 17,480.7			\$ 17,015.3		
Total Assets	\$ 17,003.4			\$ 17,460.7			\$ 17,015.5		
Interest-Bearing Liabilities									
Interest-Bearing Deposits									
Demand	\$ 2,950.2	1.1	0.15	\$ 2,902.5	1.4	0.19	\$ 2,999.5	1.3	0.17
Savings	6,122.0	8.8	0.57	6,002.0	8.9	0.60	5,482.4	3.8	0.28
Time	1,851.0	8.2	1.75	1,866.6	8.3	1.79	1,683.0	5.8	1.37
Total Interest-Bearing Deposits	10,923.2	18.1	0.66	10,771.1	18.6	0.69	10,164.9	10.9	0.43
Short-Term Borrowings	27.1	0.1	2.13	82.3	0.5	2.46	11.6	0.1	2.06
Securities Sold Under Agreements to Repurchase	513.8	4.3	3.24	504.3	4.7	3.63	504.3	4.7	3.62
Other Debt	110.6	0.7	2.62	110.6	0.7	2.57	208.5	0.8	1.60
Total Interest-Bearing Liabilities	11,574.7	23.2	0.79	11,468.3	24.5	0.85	10,889.3	16.5	0.60
Net Interest Income	5	125.2		\$	124.7		\$	124.2	
Interest Rate Spread	=		2.77 %	=		2.78 %	_		2.87 %
Net Interest Margin			3.01 %			3.04 %			3.07 %
Noninterest-Bearing Demand Deposits	4,407.5		2.0.2	4,391.7		,,,,,,	4,655.6		2.2.7
Other Liabilities	333.8			350.5			219.9		
Shareholders' Equity	1,289.4			1,270.2			1,250.5		

¹ Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

² Comprised of other consumer revolving credit, installment, and consumer lease financing.

³ Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 21%, of \$296,000, \$601,000, and \$1,265,000 for the three months ended September 30, 2019, June 30, 2019, and September 30, 2018, respectively.

Average Balances and Interest Rates - Taxable-Equivalent Basis

Table 7b

			Nine Months Ended September 30, 2019				nths Ended er 30, 2018		_
		Average	Income/	Yield/		Average	Income/	Yield	1/
(dollars in millions)		Balance	Expense	Rate		Balance	Expense	Rat	
Earning Assets			F				F		
Interest-Bearing Deposits in Other Banks	\$	3.0 \$	_	1.49	% \$	3.2 \$	_	0.99	%
Funds Sold	•	161.7	2.8	2.31	, u	224.3	3.0	1.76	,,,
Investment Securities									
Available-for-Sale									
Taxable		2,086.5	43.0	2.75		1,556.9	27.6	2.36	
Non-Taxable		135.3	3.8	3.73		585.1	12.1	2.76	
Held-to-Maturity									
Taxable		3,199.9	59.9	2.50		3,504.8	58.4	2.22	
Non-Taxable		163.5	3.8	3.08		237.0	5.6	3.17	
Total Investment Securities		5,585.2	110.5	2.64		5,883.8	103.7	2.35	
Loans Held for Sale		18.5	0.6	4.06		14.6	0.5	4.23	_
Loans and Leases 1									
Commercial and Industrial		1,375.9	44.6	4.33		1,289.3	37.6	3.90	
Commercial Mortgage		2,373.9	76.9	4.33		2,133.8	65.5	4.10	
Construction		133.8	5.2	5.22		186.6	6.5	4.64	
Commercial Lease Financing		160.9	3.0	2.45		178.0	3.0	2.25	
Residential Mortgage		3,740.5	108.0	3.85		3,523.1	100.9	3.82	
Home Equity		1,691.4	48.4	3.83		1,610.2	45.4	3.77	
Automobile		688.0	18.6	3.62		574.1	17.1	3.99	
Other ²		459.9	24.8	7.21		455.4	26.9	7.89	
Total Loans and Leases		10,624.3	329.5	4.14		9,950.5	302.9	4.07	_
Other		35.2	0.8	2.89		39.8	1.0	3.37	
Total Earning Assets ³		16,427.9	444.2	3.61		16,116.2	411.1	3.41	_
Cash and Due from Banks		237.9				244.0			-
Other Assets		776.3				604.9			
Total Assets	\$	17,442.1			\$	16,965.1			
Interest-Bearing Liabilities									
Interest-Bearing Deposits									
Demand	\$	2,930.9	4.0	0.18	\$	2,982.5	3.2	0.15	
Savings	Ų	5,962.9	24.4	0.55	Ψ	5,414.1	9.1	0.22	
Time		1,807.6	23.6	1.75		1,700.6	15.7	1.23	
Total Interest-Bearing Deposits		10,701.4	52.0	0.65		10,097.2	28.0	0.37	-
Short-Term Borrowings		46.8	0.9	2.40		17.2	0.2	1.73	-
Securities Sold Under Agreements to Repurchase		507.5	13.4	3.50		504.9	13.9	3.62	
Other Debt		113.7	2.2	2.58		233.6	2.7	1.56	
Total Interest-Bearing Liabilities		11,369.4	68.5	0.80		10,852.9	44.8	0.55	-
Net Interest Income		\$	375.7			\$	366.3		
Interest Rate Spread		<u> </u>		2.81	%			2.86	9/
Net Interest Margin					%			3.04	9,
Noninterest-Bearing Demand Deposits		4,454.9		5.05	70	4,653.2		5.04	/
Other Liabilities		342.0				216.4			
Shareholders' Equity		1,275.8				1,242.6			
	<u>s</u>	17,442.1			\$	16,965.1			
Total Liabilities and Shareholders' Equity	3	17,442.1			\$	10,903.1			

¹ Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

² Comprised of other consumer revolving credit, installment, and consumer lease financing.

³ Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 21%, of \$1,878,000 and \$3,907,000 for the nine months ended September 30, 2019 and September 30, 2018, respectively.

Analysis of Change in Net Interest Income - Taxable-Equivalen	II Dasis			Table oa
		Three Months End	ed September 30, 2019	
		Compared t	o June 30, 2019	
(dollars in millions)		Volume ¹	Rate 1	Total
Change in Interest Income:				
Funds Sold	\$	— \$	(0.1) \$	(0.1)
Investment Securities				
Available-for-Sale				
Taxable		4.3	(1.5)	2.8
Non-Taxable		(0.5)	0.1	(0.4)
Held-to-Maturity				
Taxable		(3.0)	0.5	(2.5)
Non-Taxable		(0.9)	(0.2)	(1.1)
Total Investment Securities		(0.1)	(1.1)	(1.2)
Loans and Leases				
Commercial and Industrial		(0.1)	(0.4)	(0.5)
Commercial Mortgage		0.6	(0.3)	0.3
Construction		_	(0.1)	(0.1)
Residential Mortgage		0.8	(0.3)	0.5
Home Equity		_	(0.1)	(0.1)
Automobile		0.2	_	0.2
Other ²		0.2	(0.1)	0.1
Total Loans and Leases		1.7	(1.3)	0.4
Other		_	0.1	0.1
Total Change in Interest Income		1.6	(2.4)	(0.8)
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		_	(0.3)	(0.3)
Savings		0.2	(0.3)	(0.1)
Time		_	(0.1)	(0.1)
Total Interest-Bearing Deposits		0.2	(0.7)	(0.5)
Short-Term Borrowings		(0.3)	(0.1)	(0.4)
Securities Sold Under Agreements to Repurchase		0.1	(0.5)	(0.4)
Total Change in Interest Expense			(1.3)	(1.3)
Change in Not Interest Income	¢.	1.6 6	(1.1)	0.5
Change in Net Interest Income	\$	1.6 \$	(1.1) \$	0.5

¹ The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

² Comprised of other consumer revolving credit, installment, and consumer lease financing.

Analysis of Change in Net Interest Income - Taxable-Equiva	alent Basis			Table 8b
		Three Months En	ded September 30, 2019	
		Compared to	September 30, 2018	
(dollars in millions)		Volume ¹	Rate 1	Total
Change in Interest Income:				
Funds Sold	\$	(0.9) \$	0.2 \$	(0.7)
Investment Securities				
Available-for-Sale				
Taxable		7.3	0.3	7.6
Non-Taxable		(4.9)	1.5	(3.4)
Held-to-Maturity				
Taxable		(3.2)	2.4	(0.8)
Non-Taxable		(1.3)	(0.2)	(1.5)
Total Investment Securities		(2.1)	4.0	1.9
Loans Held for Sale		0.1	(0.1)	_
Loans and Leases			, ,	
Commercial and Industrial		1.1	0.3	1.4
Commercial Mortgage		2.6	0.6	3.2
Construction		(0.8)	0.2	(0.6)
Commercial Lease Financing		(0.1)	0.1	` <u>_</u>
Residential Mortgage		2.4	0.1	2.5
Home Equity		0.6	(0.2)	0.4
Automobile		0.9	(0.4)	0.5
Other ²		0.1	(0.9)	(0.8)
Total Loans and Leases		6.8	(0.2)	6.6
Other		_	(0.1)	(0.1)
Total Change in Interest Income		3.9	3.8	7.7
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		_	(0.2)	(0.2)
Savings		0.5	4.5	5.0
Time		0.6	1.8	2.4
Total Interest-Bearing Deposits		1.1	6.1	7.2
Securities Sold Under Agreements to Repurchase		0.1	(0.5)	(0.4)
Other Debt		(0.5)	0.4	(0.1)
Total Change in Interest Expense		0.7	6.0	6.7
Change in Net Interest Income	\$	3.2 \$	(2.2) \$	1.0
Change in Net Interest Income	Ą	3.2 Þ	(2.2) \$	1.0

¹The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns. ²Comprised of other consumer revolving credit, installment, and consumer lease financing.

		Nine Months En	ded September 30, 2019	
			September 30, 2018	
(dollars in millions)	-	Volume ¹	Rate 1	Total
Change in Interest Income:				
Funds Sold	\$	(1.0) \$	0.8 \$	(0.2)
Investment Securities				, ,
Available-for-Sale				
Taxable		10.4	5.0	15.4
Non-Taxable		(11.5)	3.2	(8.3)
Held-to-Maturity				
Taxable		(5.3)	6.8	1.5
Non-Taxable		(1.7)	(0.1)	(1.8)
Total Investment Securities		(8.1)	14.9	6.8
Loans Held for Sale		0.1	_	0.1
Loans and Leases				
Commercial and Industrial		2.6	4.4	7.0
Commercial Mortgage		7.6	3.8	11.4
Construction		(2.0)	0.7	(1.3)
Commercial Lease Financing		(0.3)	0.3	_
Residential Mortgage		6.3	0.8	7.1
Home Equity		2.3	0.7	3.0
Automobile		3.2	(1.7)	1.5
Other ²		0.3	(2.4)	(2.1)
Total Loans and Leases		20.0	6.6	26.6
Other		(0.1)	(0.1)	(0.2)
Total Change in Interest Income		10.9	22.2	33.1
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		<u>_</u>	0.8	0.8
Savings		1.0	14.3	15.3
Time		1.0	6.9	7.9
Total Interest-Bearing Deposits		2.0	22.0	24.0
Short-Term Borrowings		0.5	0.2	0.7
Securities Sold Under Agreements to Repurchase		0.1	(0.6)	(0.5)
Other Debt		(1.8)	1.3	(0.5)
Total Change in Interest Expense		0.8	22.9	23.7
Change in Net Interest Income	\$	10.1 \$	(0.7) \$	9.4

¹ The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

²Comprised of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits

Table 9

	Three Months Ended						Nine Months Ended			
	S	eptember 30,		June 30,		September 30,		Septem	ber 30,	
(dollars in thousands)		2019		2019		2018		2019	2018	
Salaries	\$	33,458	\$	32,834	\$	33,308	\$	98,772	\$ 99,281	
Incentive Compensation		5,681		5,464		5,378		17,049	14,972	
Share-Based Compensation		2,025		1,994		2,153		7,098	6,657	
Commission Expense		1,760		1,704		1,034		4,394	3,260	
Retirement and Other Benefits		4,185		4,580		3,925		13,872	12,944	
Payroll Taxes		2,519		2,643		2,372		9,409	9,112	
Medical, Dental, and Life Insurance		3,908		3,926		3,616		12,299	10,897	
Separation Expense		809		366		(4)		1,549	1,229	
Total Salaries and Benefits	\$	54,345	\$	53,511	\$	51,782	\$	164,442	\$ 158,352	

Loan and Lease Portfolio Balances

Table 10

	September 30,	June 30,	March 31,	December 31,	September 30,
(dollars in thousands)	2019	2019	2019	2018	2018
Commercial					
Commercial and Industrial	\$ 1,361,011 \$	1,408,729 \$	1,331,345 \$	1,331,149 \$	1,314,609
Commercial Mortgage	2,477,296	2,411,289	2,381,213	2,302,356	2,237,020
Construction	154,754	119,228	132,775	170,061	176,447
Lease Financing	163,672	163,070	154,919	176,226	172,232
Total Commercial	4,156,733	4,102,316	4,000,252	3,979,792	3,900,308
Consumer					
Residential Mortgage	3,846,511	3,785,006	3,702,553	3,673,796	3,596,627
Home Equity	1,681,951	1,694,577	1,698,666	1,681,442	1,625,208
Automobile	713,424	703,523	676,730	658,133	625,086
Other ¹	482,679	473,707	470,408	455,611	483,833
Total Consumer	6,724,565	6,656,813	6,548,357	6,468,982	6,330,754
Total Loans and Leases	\$ 10,881,298 \$	10,759,129 \$	10,548,609 \$	10,448,774 \$	10,231,062

Deposits

	September 30,	June 30,	March 31,	December 31,	September 30,
(dollars in thousands)	2019	2019	2019	2018	2018
Consumer	\$ 7,893,454 \$	7,880,284 \$	7,944,793 \$	7,726,731 \$	7,627,527
Commercial	6,153,492	6,178,984	6,162,042	6,098,186	5,967,343
Public and Other	1,293,806	1,429,553	1,160,475	1,202,325	1,248,465
Total Deposits	\$ 15,340,752 \$	15,488,821 \$	15,267,310 \$	15,027,242 \$	14,843,335

 $^{^{\}rm l}$ Comprised of other revolving credit, installment, and lease financing.

	September 30,	June 3	0, Marc	nh 31	December 31,	September 30	
(dollars in thousands)	2019	20		2019	2018	2018	
Non-Performing Assets							
Non-Accrual Loans and Leases							
Commercial							
Commercial and Industrial	\$ 573	552	\$ 3	93 \$	542 \$	1,205	
Commercial Mortgage	11,088	11,310	5,9	11	2,040	652	
Total Commercial	11,661	11,862	6,3		2,582	1,857	
Consumer							
Residential Mortgage	4,258	4,697	5,5	99	5,321	6,359	
Home Equity	2,787	2,486	2,7	97	3,671	3,673	
Total Consumer	7,045	7,183	8,3	96	8,992	10,032	
Total Non-Accrual Loans and Leases	18,706	19,045	14,7	00	11,574	11,889	
Foreclosed Real Estate	2,939	2,737	3,2	25	1,356	1,909	
Total Non-Performing Assets	\$ 21,645	3 21,782	\$ 17,9	25 \$	12,930 \$	13,798	
Accruing Loans and Leases Past Due 90 Days or More							
Commercial							
Commercial and Industrial	\$ 81 5	S —	\$	66 \$	10 \$	_	
Total Commercial	81	_		66	10		
Consumer							
Residential Mortgage	\$ 2,032	1,859	\$ 9	03 \$	2,446 \$	2,426	
Home Equity	2,320	2,981	3,3	81	2,684	3,112	
Automobile	582	607	7.	34	513	829	
Other ¹	1,076	963	1,0	33	914	1,727	
Total Consumer	6,010	6,410	6,0	51	6,557	8,094	
Total Accruing Loans and Leases Past Due 90 Days or More	\$ 6,091	6,410	\$ 6,1	17 \$	6,567 \$	8,094	
Restructured Loans on Accrual Status				-			
and Not Past Due 90 Days or More	\$ 46,178	48,563	\$ 48,5	71 \$	48,731 \$	49,462	
Total Loans and Leases	\$ 10,881,298	5 10,759,129	\$ 10,548,6	09 \$	10,448,774 \$	10,231,062	
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases	0.17 %	0.18	% 0.	14 %	0.11 %	0.12 %	
Ratio of Non-Performing Assets to Total Loans and Leases							
and Foreclosed Real Estate	0.20 %	0.20	% 0.	17 %	0.12 %	0.13	
Ratio of Commercial Non-Performing Assets to Total Commercial Loans							
and Leases and Commercial Foreclosed Real Estate	0.28 %	0.29	% 0.	16 %	0.06 %	0.05	
Ratio of Consumer Non-Performing Assets to Total Consumer Loans							
and Leases and Consumer Foreclosed Real Estate	0.15 %	0.15	% 0.	18 %	0.16 %	0.19	
Ratio of Non-Performing Assets and Accruing Loans and Leases							
Past Due 90 Days or More to Total Loans and Leases							
and Foreclosed Real Estate	0.25 %	0.26	% 0.	23 %	0.19 %	0.21	
Quarter to Quarter Changes in Non-Performing Assets							
Balance at Beginning of Quarter	\$ 21,782	17,925	\$ 12,9	30 \$	13,798 \$	15,157	
Additions	1,035	6,186	8,2		4,509	2,030	
Reductions	-,	2,200	-,2		.,	=, 0	
Payments	(984)	(441)	(9)	89)	(3,759)	(415)	
Return to Accrual Status	_	(1,344)		16)	(605)	(1,420)	
Sales of Foreclosed Real Estate	_	(374)	`	_	(653)	(1,301)	
Charge-offs/Write-downs	(188)	(170)	(1,9		(360)	(253)	
•							
Total Reductions	(1,172)	(2,329)	(3,22	22)	(5,377)	(3,389)	

¹ Comprised of other revolving credit, installment, and lease financing.

Reserve for Credit Losses

			Nine Months Ended							
	s	eptember 30,		June 30,		September 30,		Septe	mber	30,
(dollars in thousands)		2019		2019		2018		2019		2018
Balance at Beginning of Period	\$	114,494	\$	112,845	\$	115,010	\$	113,515	\$	114,168
Loans and Leases Charged-Off										
Commercial										
Commercial and Industrial		(239)		(206)		(449)		(815)		(1,140)
Commercial Mortgage		_		_		_		(1,616)		_
Consumer										
Residential Mortgage		(7)		(51)		_		(62)		(100)
Home Equity		(215)		(145)		(124)		(655)		(259)
Automobile		(1,696)		(1,691)		(2,114)		(5,140)		(5,883)
Other ¹		(3,598)		(3,036)		(3,340)		(9,424)		(10,294)
Total Loans and Leases Charged-Off		(5,755)		(5,129)		(6,027)		(17,712)		(17,676)
Recoveries on Loans and Leases Previously Charged-Off										
Commercial										
Commercial and Industrial		318		401		542		1,220		1,236
Consumer										
Residential Mortgage		649		95		261		1,228		695
Home Equity		428		746		558		1,762		1,634
Automobile		660		908		616		2,449		1,953
Other ¹		714		628		752		2,046		2,077
Total Recoveries on Loans and Leases Previously Charged-Off		2,769		2,778		2,729		8,705		7,595
Net Loans and Leases Charged-Off		(2,986)		(2,351)		(3,298)		(9,007)		(10,081)
Provision for Credit Losses		4,250		4,000		3,800		11,250		11,425
Balance at End of Period ²	\$	115,758	\$	114,494	\$	115,512	\$	115,758	\$	115,512
Components										
Allowance for Loan and Lease Losses	\$	108,936	\$		\$	108,690	\$	108,936	\$	108,690
Reserve for Unfunded Commitments		6,822		6,822		6,822		6,822		6,822
Total Reserve for Credit Losses	\$	115,758	\$	114,494	\$	115,512	\$	115,758	\$	115,512
Average Loans and Leases Outstanding	\$	10,770,720	\$	10,631,558	\$	10,081,886	\$	10,624,311	s	9,950,518
Trenge Zonno and Deuses Vutstanding	Ψ	10,770,720	Ψ	10,051,550	Ψ	10,001,000	Ψ	10,021,511	Ψ	7,750,510
Ratio of Net Loans and Leases Charged-Off to										
Average Loans and Leases Outstanding (annualized)		0.11	%	0.09	%	0.13 %		0.11 9	%	0.14
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding		1.00 9	%	1.00 9	%	1.06 %		1.00 %	%	1.06

¹ Comprised of other revolving credit, installment, and lease financing.
² Included in this analysis is activity related to the Company's reserve for unfunded commitments, which is separately recorded in other liabilities in the Consolidated Statements of Condition.

Dusiness Segments Selected Financial Information)11					Table 13a
				Investment		
				Services and		
		Retail	Commercial	Private	Treasury	Consolidated
(dollars in thousands)		Banking	Banking	Banking	and Other	Total
Three Months Ended September 30, 2019						
Net Interest Income	\$	66,648 \$	46,791 \$	9,641 \$	1,816 \$	124,896
Provision for Credit Losses		3,084	(130)	32	1,264	4,250
Net Interest Income After Provision for Credit Losses		63,564	46,921	9,609	552	120,646
Noninterest Income		22,964	8,739	13,663	1,141	46,507
Noninterest Expense		(59,358)	(21,330)	(15,840)	(3,821)	(100,349)
Income Before Provision for Income Taxes		27,170	34,330	7,432	(2,128)	66,804
Provision for Income Taxes		(6,547)	(8,560)	(1,959)	2,314	(14,752)
Net Income	\$	20,623 \$	25,770 \$	5,473 \$	186 \$	52,052
Total Assets as of September 30, 2019	\$	6,668,902 \$	4,145,717 \$	324,388 \$	6,533,133 \$	17,672,140
Three Months Ended September 30, 2018						
Net Interest Income	\$	66,927 \$	46,240 \$	10,574 \$	(814) \$	122,927
Provision for Credit Losses		3,229	69	_	502	3,800
Net Interest Income After Provision for Credit Losses		63,698	46,171	10,574	(1,316)	119,127
Noninterest Income		19,814	6,241	13,526	1,901	41,482
Noninterest Expense		(51,806)	(20,242)	(15,657)	(2,833)	(90,538)
Income Before Provision for Income Taxes		31,706	32,170	8,443	(2,248)	70,071
Provision for Income Taxes		(7,943)	(7,218)	(2,226)	4,249	(13,138)
Net Income	\$	23,763 \$	24,952 \$	6,217 \$	2,001 \$	56,933
Total Assets as of September 30, 2018	\$	6,246,126 \$	3,873,454 \$	340,793 \$	6,531,361 \$	16,991,734

			Investment		
			Services and		
	Retail	Commercial	Private	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Banking	and Other	Total
Nine Months Ended September 30, 2019					
Net Interest Income	\$ 200,019 \$	139,784 \$	29,685 \$	4,342 \$	373,830
Provision for Credit Losses	7,852	1,141	14	2,243	11,250
Net Interest Income After Provision for Credit Losses	192,167	138,643	29,671	2,099	362,580
Noninterest Income	65,305	22,738	41,767	5,826	135,636
Noninterest Expense	(163,968)	(63,545)	(49,200)	(9,418)	(286,131)
Income Before Provision for Income Taxes	93,504	97,836	22,238	(1,493)	212,085
Provision for Income Taxes	(22,883)	(22,507)	(5,862)	6,937	(44,315)
Net Income	\$ 70,621 \$	75,329 \$	16,376 \$	5,444 \$	167,770
Total Assets as of September 30, 2019	\$ 6,668,902 \$	4,145,717 \$	324,388 \$	6,533,133 \$	17,672,140
Nine Months Ended September 30, 2018					
Net Interest Income	\$ 197,007 \$	133,148 \$	30,987 \$	1,237 \$	362,379
Provision for Credit Losses	10,417	(276)	(60)	1,344	11,425
Net Interest Income After Provision for Credit Losses	186,590	133,424	31,047	(107)	350,954
Noninterest Income	58,665	17,395	41,941	8,814	126,815
Noninterest Expense	(158,344)	(60,432)	(48,264)	(8,673)	(275,713)
Income Before Provision for Income Taxes	86,911	90,387	24,724	34	202,056
Provision for Income Taxes	(21,707)	(20,782)	(6,518)	12,642	(36,365)
Net Income	\$ 65,204 \$	69,605 \$	18,206 \$	12,676 \$	165,691
Total Assets as of September 30, 2018	\$ 6,246,126 \$	3,873,454 \$	340,793 \$	6,531,361 \$	16,991,734

Selected Quarterly Financial Data

	Three Months Ended									
		September 30	,	June 30),	March 31,		December 31,		September 30,
(dollars in thousands, except per share amounts)		2019	9	201	9	2019		2018		2018
Quarterly Operating Results										
Interest Income										
Interest and Fees on Loans and Leases	\$	110,877	\$	110,401	\$	108,511	\$	107,404	\$	104,248
Income on Investment Securities										
Available-for-Sale		17,512		15,072		13,432		13,043		12,588
Held-to-Maturity		18,796		22,149		21,921		21,482		20,821
Deposits		9		9		15		10		10
Funds Sold		656		730		1,444		727		1,393
Other		233		210		319		352		364
Total Interest Income		148,083		148,571		145,642		143,018		139,424
Interest Expense										
Deposits		18,055		18,628		15,284		13,172		10,931
Securities Sold Under Agreements to Repurchase		4,257		4,623		4,571		4,671		4,667
Funds Purchased		146		512		157		440		33
Short-Term Borrowings		1		1		36		88		28
Other Debt		728		710		757		674		838
Total Interest Expense		23,187		24,474		20,805		19,045		16,497
Net Interest Income		124,896		124,097		124,837		123,973		122,927
Provision for Credit Losses		4,250		4,000		3,000		2,000		3,800
Net Interest Income After Provision for Credit Losses		120,646		120,097		121,837		121,973		119,127
Noninterest Income										
Trust and Asset Management		10,930		11,385		10,761		10,558		10,782
Mortgage Banking		4,864		3,336		2,287		2,148		1,965
Service Charges on Deposit Accounts		7,592		7,283		7,364		7,562		7,255
Fees, Exchange, and Other Service Charges		14,900		14,252		14,208		14,576		14,173
Investment Securities Gains (Losses), Net		(1,469)		(776)		(835)		(841)		(729)
Annuity and Insurance		1,278		1,806		2,578		1,409		1,360
Bank-Owned Life Insurance		1,647		1,779		1,710		1,941		1,620
Other		6,765		6,385		5,606		4,755		5,056
Total Noninterest Income		46,507		45,450		43,679		42,108		41,482
Noninterest Expense				<u> </u>		<u> </u>		<u> </u>		<u> </u>
Salaries and Benefits		54,345		53,511		56,586		54,856		51,782
Net Occupancy		8,803		8,579		7,594		8,918		8,702
Net Equipment		7,637		6,895		6,833		6,364		6,116
Data Processing		4,676		4,727		4,526		5,151		4,241
Professional Fees		2,184		2,177		2,453		2,467		2,206
FDIC Insurance		1,257		1,290		1,269		1,336		2,057
Other		21,447		15,546		13,796		16,819		15,434
Total Noninterest Expense		100,349		92,725		93,057		95,911		90,538
Income Before Provision for Income Taxes		66,804		72,822		72,459		68,170		70,071
Provision for Income Taxes		14,752		15,903		13,660		14,259		13,138
Net Income	\$	52,052	\$	56,919	\$	58,799	\$	53,911	\$	56,933
Dasia Earnings Dar Chara	•	1 20	e	1.40	\$	1 44	\$	1 20	\$	1 27
Basic Earnings Per Share Diluted Earnings Per Share	\$ \$	1.30 1.29	\$ \$	1.40 1.40	\$	1.44 1.43	\$	1.30 1.30	\$	1.37 1.36
	φ	1.29	φ	1.40	φ	1.43	φ	1.50	φ	1.50
Balance Sheet Totals	•	10.001.200	ď.	10.750.100	ø.	10.540.600	6	10 440 774	6	10.221.062
Loans and Leases	\$	10,881,298	\$	10,759,129	\$	10,548,609	\$	10,448,774	\$	10,231,062
Total Assets		17,672,140		17,688,845		17,446,413		17,143,974		16,991,734
Total Deposits		15,340,752		15,488,821		15,267,310		15,027,242		14,843,335
Total Shareholders' Equity		1,291,490		1,285,948		1,269,690		1,268,200		1,253,327
Performance Ratios										
Return on Average Assets		1.17	%	1.31	%	1.38	%	1.26	%	1.33
Return on Average Shareholders' Equity		16.02		17.97		18.81		17.05		18.06
Efficiency Ratio ¹		58.55		54.69		55.22		57.75		55.07
Net Interest Margin ²		3.01		3.04		3.12		3.10		3.07

¹ Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and noninterest income).

² Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

Hawaii Economic Trends Table 15

Hawan Economic Hends								Tubic 18
	Eig	ht Months Ended		1	/ear]	Ended		
(\$ in millions; jobs in thousands)	A	August 31, 2019	December 31, 201	18			December 31	, 2017
Hawaii Economic Trends								
State General Fund Revenues 1	\$	4,972.8 6.3 %	\$ 6,933.1	6.9	%	\$	6,485.0	4.3 %
General Excise and Use Tax Revenue 1	\$	2,442.7 6.3 %	\$ 3,426.5	2.3	%	\$	3,349.8	4.5 %
Jobs ²		643.1	660.0				664.5	

September 30,	December	31,
2019	2018	2017
2.7 %	2.5 %	2.1 %
2.6	2.2	1.7
3.5	2.9	2.0
2.7	2.3	1.8
2.7	2.3	1.7
	2019 2.7 % 2.6 3.5 2.7	2019 2018 2.7 % 2.5 % 2.6 2.2 3.5 2.9 2.7 2.3

	September 30,		December 31,	
(percentage change, except months of inventory)	2019	2018	2017	2016
Housing Trends (Single Family Oahu) ⁴				
Median Home Price	(0.5) %	4.6 %	2.7 %	5.0 %
Home Sales Volume (units)	0.8 %	(7.7) %	6.3 %	6.5 %
Months of Inventory	3.5	2.8	2.1	2.5

	Monthly Visitor Arrivals,	Percentage Change
in thousands)	Not Seasonally Adjusted	from Previous Year
Courism 5		
August 31, 2019	928.2	9.8
uly 31, 2019	997.9	6.2
une 30, 2019	951.6	6.1
May 31, 2019	841.4	4.6
April 30, 2019	856.3	6.6
March 31, 2019	939.1	3.9
February 28, 2019	782.6	0.5
anuary 31, 2019	820.6	3.0
December 31, 2018	910.1	3.4
November 30, 2018	782.0	4.3
October 31, 2018	770.4	4.4
September 30, 2018	724.9	3.5
August 31, 2018	845.1	3.2
uly 31, 2018	939.4	5.3
une 30, 2018	897.1	7.3
Лау 31, 2018	804.1	7.0
pril 30, 2018	803.0	6.6
March 31, 2018	903.6	12.5
Sebruary 28, 2018	778.6	10.3
anuary 31, 2018	796.5	5.4
December 31, 2017	879.7	6.2
November 30, 2017	749.5	7.5
October 31, 2017	737.6	2.9
eptember 30, 2017	700.5	4.9
August 31, 2017	818.6	4.8
ıly 31, 2017	891.9	6.8
ine 30, 2017	835.9	4.5
fay 31, 2017	751.2	4.5
pril 30, 2017	753.0	7.5
farch 31, 2017	802.8	2.1
ebruary 28, 2017	706.1	2.5
nuary 31, 2017	756.0	4.9

¹ Source: Hawaii Department of Business, Economic Development & Tourism

Source: Hawaii Department of Labor Statistics

³ Source: Hawaii Department of Labor and Industrial Relations, County jobs data not seasonally adjusted.

⁴ Source: Honolulu Board of REALTORS

⁵ Source: Hawaii Tourism Authority