

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Polk James C</u> _____ (Last) (First) (Middle) <u>130 MERCHANT STREET</u> _____ (Street) <u>HONOLULU HI 96813</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BANK OF HAWAII CORP [ BOH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/24/2017		A		4,415 <sup>(1)</sup>	A	\$0.00	30,279	D	
Common Stock	02/27/2017		M		11,666	A	\$42.22	41,945	D	
Common Stock	02/27/2017		S		11,666	D	\$85.25 <sup>(2)</sup>	30,279	D	
Common Stock	02/27/2017		M		11,667	A	\$47.72	41,946	D	
Common Stock	02/27/2017		S		11,667	D	\$85.25 <sup>(2)</sup>	30,298 <sup>(3)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option / Option (Right to Buy)	\$47.72	02/27/2017		M			11,667	02/28/2013	01/20/2022	Common Stock	11,667	\$0.00	0.00	D	
Employee Stock Option / Option (Right to Buy)	\$42.22	02/27/2017		M			11,666	12/31/2012	11/18/2021	Common Stock	11,666	\$0.00	0.00	D	

**Explanation of Responses:**

1. Restricted stock grant issued 2-24-2017, that vests in three years provided service and performance criteria are met.
2. The price reported in Column 4 for the sale on 2/27/2017 is a weighted average sale price. Reporting person will provide, upon request, full information regarding the number of shares sold at each separate price set forth in this footnote.
3. Securities reported were acquired with reinvested dividends pursuant to Bank of Hawaii Corporation's Dividend Reinvestment and Stock Purchase Plan.

**Remarks:**

JAMES POLK

02/28/2017

\*\* Signature of Reporting Person

Date

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

\* 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.

**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 Number.**