# 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 (Date of earliest event reported)

January 23, 2017

# **BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware	1-6887	99-0148992					
(State of Incorporation)	(Commission	(IRS Employer					
	File Number)	Identification No.)					
130 Merchant Street, Honolulu, Hawaii		96813					
(Address of principal executive offices)		(Zip Code)					
(Registrant's telephone number,							
including area code)							
Check the appropriate box below if the Form 8-K filing following provisions (see General Instruction A.2. below):	is intended to simultaneously satisfy the	filing obligation of the registrant under any of the					
☐ Written communications pursuant to Rule 425 unde	r the Securities Act (17 CFR 230.425)						
☐ Soliciting material pursuant to Rule 14a-12 under th	e Exchange Act (17 CFR 240.14a-12)						
☐ Pre-commencement communications pursuant to Ru	le 14d-2(b) under the Exchange Act (17 C	FR 240.14d-2(b))					
☐ Pre-commencement communications pursuant to Ru	le 13e-4(c) under the Exchange Act (17 C	FR 240.13e-4 (c))					

#### Item 2.02. Results of Operations and Financial Condition.

On January 23, 2017, Bank of Hawaii Corporation announced its results of operations for the quarter ended December 31, 2016. 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 20, 2017, the Board of Directors of the Company (the "Board") appointed Kent T. Lucien to the position of Vice Chairman & Chief Strategy Officer. Mr. Lucien previously served as the Company's Vice Chairman & CFO. On that same date, the Board appointed Dean Y. Shigemura to the position of Senior Executive Vice President & Chief Financial Officer. Mr. Shigemura previously served as the Company's Senior Executive Vice President, Controller and Principal Accounting Officer. Finally, the Board appointed Brent T. Flygar, age 49, to the position of Senior Vice President, Controller and Principal Accounting Officer. For the past five years, Mr. Flygar has served as Senior Vice President and Director of Corporate Tax, including assuming the additional role of Financial Reporting Manager overseeing the preparation of regulatory reporting, in March 2015. Each of the foregoing appointments is to be effective on March 1, 2017.

In connection with the foregoing appointments, Mr. Lucien's annual salary will be \$218,000, Mr. Shigemura's annual salary will be \$335,000 and Mr. Flygar's annual salary will be \$245,000. Each of Messrs. Lucien, Shigemura and Flygar will be entitled to participate in those incentive compensation and benefit plans available to the Company's senior executives.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

#### Exhibit No.

99.1 January 23, 2017 Press Release: Bank of Hawaii Corporation Fourth Quarter 2016 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: January 23, 2017 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary



Media Inquiries Stafford Kiguchi Telephone: 808-694-8580 Mobile: 808-265-6367 E-mail: Stafford.Kiguchi@boh.com

Investor/Analyst Inquiries Cindy Wyrick Telephone: 808-694-8430 E-mail: Cindy.Wyrick@boh.com

### Bank of Hawaii Corporation 2016 Financial Results

- 2016 Earnings Reaches Record of \$4.23 Per Diluted Share
- 2016 Net Income \$181.5 Million
- Diluted Earnings Per Share \$1.02 for the Fourth Quarter of 2016
- Net Income \$43.5 Million for the Fourth Quarter of 2016
- Board of Directors Increases Dividend to \$0.50 Per Share

#### FOR IMMEDIATE RELEASE

HONOLULU, HI (January 23, 2017) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$4.23 for the full year of 2016, up 14.3 percent from diluted earnings per share of \$3.70 in 2015. Net income for the year was \$181.5 million, up \$20.8 million or 12.9 percent from net income of \$160.7 million in the previous year. The return on average assets for the full year of 2016 was 1.15 percent compared with 1.06 percent in 2015. The return on average equity for the full year of 2016 was 15.79 percent compared with 14.82 percent in 2015.

The Company's Board of Directors declared a quarterly cash dividend of \$0.50 per share on the Company's outstanding shares, an increase of \$0.02 per share from the \$0.48 per share dividend declared in the prior quarter. The dividend will be payable on March 14, 2017 to shareholders of record at the close of business on February 28, 2017.

"Bank of Hawaii finished 2016 with solid financial performance," said Peter Ho, Chairman, President and CEO. "During the year our loan balances continued to grow and reached \$8.9 billion at December 31, 2016. Deposit growth also remained strong during the year, increasing to a record level of \$14.3 billion at December 31, 2016. Our net interest margin remained stable due to the positive remixing of our balance sheet and our asset quality, capital and liquidity all remain strong."

Diluted earnings per share were \$1.02 for the fourth quarter of 2016, unchanged from \$1.02 in the third quarter of 2016 and up from \$0.99 in the fourth quarter of 2015. Net income for the fourth quarter of 2016 was \$43.5 million, up slightly from the previous quarter and up from \$42.8 million in the same quarter last year. The return on average assets for the fourth quarter of 2016 was 1.07 percent, compared with 1.09 percent in the third quarter of 2016 and 1.11 percent in the fourth quarter last year. The return on average equity for the fourth quarter of 2016 was 14.90 percent compared with 14.89 percent in the third quarter of 2016 and 15.41 percent in the fourth quarter last year.

#### Financial Highlights

Net interest income, on a taxable-equivalent basis, for the full year of 2016 was \$429.6 million, an increase of \$23.6 million from net interest income of \$406.0 million in 2015. Net interest income, on a taxable-equivalent basis, for the fourth quarter of 2016 was \$110.1 million, an increase of \$3.2 million compared with \$106.9 million in the third quarter of 2016 and up \$5.4 million compared with \$104.7 million in the fourth quarter last year. Analyses of changes in net interest income are included in Tables 8a, 8b and 8c.

The net interest margin for the full year of 2016 was 2.83 percent, an increase of 2 basis points from the net interest margin of 2.81 percent in 2015. The net interest margin was 2.83 percent in the fourth quarter of 2016, an increase of 3 basis points from the third quarter of 2016 and a decrease of 2 basis points from the fourth quarter last year.

The provision for credit losses for the full year of 2016 was \$4.8 million compared with a provision for credit losses of \$1.0 million in 2015. The increase was due to the significant growth in loans and leases during the year which was partially offset by continued strong credit metrics. Results for the fourth quarter of 2016 included a provision for credit losses of \$3.3 million compared with \$2.5 million in the previous quarter and \$1.0 million in the same quarter last year.

Noninterest income for the full year of 2016 was \$197.3 million compared with noninterest income of \$186.2 million in 2015. The increase was primarily the result of higher mortgage banking income and increased gains on the sales of leased assets. Mortgage banking income totaled \$19.9 million in 2016 compared with \$11.6 million in 2015. Net gains on sales of leased assets were \$2.3 million in 2016 compared with a net loss of \$0.6 million in 2015. Noninterest income was \$46.5 million in the fourth quarter of 2016 compared with \$48.1 million in the third quarter of 2016 and \$44.8 million in the fourth quarter of 2015.

Noninterest expense for the full year of 2016 was \$350.6 million compared with noninterest expense of \$348.1 million in 2015. Noninterest expense in 2016 included net gains of \$3.7 million on the disposition of real estate and severance expenses of \$0.9 million. Noninterest expense in 2015 included an impairment charge of \$9.5 million, \$3.3 million in severance and \$1.6 million for the rollout of chip-enabled debit cards partially offset by net gains of \$5.9 million on the disposition of real estate. Adjusted for these items, the increase from the previous year was primarily driven by higher compensation related to business growth and stock price performance and expenses related to strategic initiatives. Noninterest expense was \$89.6 million in the fourth quarter of 2016 compared with \$87.5 million in the third quarter of 2016 and \$85.7 million in the fourth quarter of 2015. Noninterest expense in the fourth quarter of 2016 included expenses of \$1.3 million in compensation related to the increase in the stock price during the quarter partially offset by a net gain of \$1.0 million on the sale of a branch building. There were no significant noninterest expenses in the third quarter of 2016. Noninterest expense in the fourth quarter of 2015 included net gains of \$3.9 million related to the disposal of two branch buildings partially offset by expenses of \$1.3 million for the roll-out of chip-enabled debit cards and severance expenses of \$0.5 million. An analysis of noninterest expenses related to salaries and benefits is included in Table 9.

The efficiency ratio for the full year of 2016 was 57.01 percent compared with 59.99 percent during the full year of 2015. The efficiency ratio for the fourth quarter of 2016 was 58.33 percent compared with 57.58 percent in the previous quarter and 58.55 percent in the same quarter last year.

The effective tax rate for the full year of 2016 was 30.10 percent compared with 30.49 percent for the full year of 2015. The effective tax rate for the fourth quarter of 2016 was 28.38 percent compared with 29.84 percent in the previous quarter and 28.23 percent in the same quarter last year.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services, and Treasury & 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 continued to remain strong during the fourth quarter of 2016. Total non-performing assets were \$19.8 million at December 31, 2016 compared with \$18.7 million at September 30, 2016 and \$28.8 million at December 31, 2015. Non-performing assets as a percentage of total loans and leases and foreclosed real estate were 0.22 percent at December 31, 2016 compared with 0.21 percent at September 30, 2016 and 0.37 percent at December 31, 2015.

Accruing loans and leases past due 90 days or more were \$7.1 million at December 31, 2016 compared with \$5.6 million at September 30, 2016 and \$7.6 million at December 31, 2015. Restructured loans and leases not included in non-accrual loans or accruing loans past due 90 days or more were \$52.2 million at December 31, 2016 compared with \$52.1 million at September 30, 2016 and \$49.4 million at December 31, 2015. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net charge-offs for the full year of 2016 were \$3.4 million or 0.04 percent of total average loans and leases compared with net charge-offs of \$6.8 million or 0.09 percent of total average loans and leases in 2015. Net charge-offs during the fourth quarter of 2016 were \$3.0 million or 0.14 percent annualized of total average loans and leases outstanding and were comprised of charge-offs of \$5.0 million partially offset by recoveries of \$1.9 million. Net charge-offs during the third quarter of 2016 were \$2.4 million or 0.11 percent annualized of total average loans and leases outstanding and were comprised of charge-offs of \$4.9 million and recoveries of \$2.5 million. Net charge-offs during the fourth quarter of 2015 were \$2.2 million or 0.11 percent annualized of total average loans and leases outstanding and were comprised of charge-offs of \$4.5 million and recoveries of \$2.3 million.

The allowance for loan and lease losses was \$104.3 million at December 31, 2016, up from \$104.0 million at September 30, 2016 and \$102.9 million at December 31, 2015. The ratio of the allowance for loan and lease losses to total loans and leases outstanding was 1.17 percent at December 31, 2016, a decrease of 3 basis points from September 30, 2016 and down 14 basis points from December 31, 2015. The decrease in the ratio of the allowance for loan and lease losses to total loans and leases outstanding is due to the strong loan growth and is commensurate with the Company's strong asset quality and the Hawaii economy. The total reserve for unfunded commitments at December 31, 2016 was unchanged from the prior quarter and remained at \$6.6 million. 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 increased to \$16.5 billion at December 31, 2016, up from \$16.0 billion at September 30, 2016 and \$15.5 billion at December 31, 2015. Average total assets were \$16.2 billion during the fourth quarter of 2016, up from \$15.9 billion during the third quarter of 2016 and \$15.3 billion during the fourth quarter of 2015.

The investment portfolio was \$6.0 billion at December 31, 2016, down slightly from September 30, 2016 and down from \$6.2 billion at December 31, 2015. The investment portfolio remains largely comprised of securities issued by U. S. government agencies and includes \$3.8 billion in securities held to maturity and \$2.2 billion in securities available for sale.

Total loans and leases increased to \$8.9 billion at December 31, 2016, up 2.9 percent from \$8.7 billion at September 30, 2016 and up 13.6 percent from \$7.9 billion at December 31, 2015. The commercial portfolio increased to \$3.6 billion at the end of the fourth quarter of 2016, up 3.7 percent from \$3.5 billion at the end of the third quarter of 2016 and up 14.7 percent from \$3.2 billion at the end of the fourth quarter last year. Consumer loans increased to \$5.3 billion at December 31, 2016, up 2.5 percent from \$5.2 billion at the end of the third quarter of 2016 and up 12.8 percent from \$4.7 billion at the end of the fourth quarter last year. Average total loans and leases were \$8.8 billion during the fourth quarter of 2016, up from \$8.5 billion during the previous quarter and \$7.8 billion during the same quarter last year. Loan and lease portfolio balances are summarized in Table 10.

Total deposits increased to \$14.3 billion at December 31, 2016, up 3.7 percent from \$13.8 billion at September 30, 2016 and up 8.1 percent from \$13.3 billion at December 31, 2015. Commercial deposits increased to \$6.1 billion at the end of the fourth quarter of 2016, up 6.2 percent from \$5.8 billion at the end of the third quarter of 2016 and up 11.0 percent from \$5.5 billion at the end of the fourth quarter last year. Consumer deposits increased to \$7.0 billion at December 31, 2016, up 3.2 percent from \$6.8 billion at the end of the third quarter of 2016 and up 8.6 percent from \$6.4 billion at the end of the fourth quarter last year. Other deposits declined slightly to \$1.2 billion at December 31, 2016 compared with \$1.3 billion at September 30, 2016 and \$1.3 billion at December 31, 2015 due to a reduction in public funds. Average total deposits were \$14.0 billion in the fourth quarter of 2016, up from \$13.7 in the previous quarter and up from \$13.0 billion during the same quarter last year. Deposit balances are summarized in Tables 7a, 7b, and 10.

During the fourth quarter of 2016, the Company repurchased 134.0 thousand shares of common stock at a total cost of \$10.4 million under its share repurchase program. The average cost was \$77.83 per share repurchased. From the beginning of the share repurchase program initiated during July 2001 through December 31, 2016, the Company has repurchased 53.6 million shares and returned over \$2.0 billion to shareholders at an average cost of \$37.84 per share. Remaining buyback authority under the share repurchase program was \$65.0 million at December 31, 2016. From January 3 through January 20, 2017 the Company repurchased an additional 19.5 thousand shares of common stock at an average cost of \$88.24 per share repurchased.

Total shareholders' equity was \$1.16 billion at December 31, 2016, down slightly from September 30, 2016 and up from \$1.12 billion at December 31, 2015. The Tier 1 Capital Ratio was 13.24 percent at December 31, 2016 compared with 13.40 percent at September 30, 2016 and 13.97 percent at December 31, 2015. The Tier 1 Leverage Ratio at December 31, 2016 was 7.21 percent compared with 7.25 percent at September 30, 2016 and 7.26 percent at December 31, 2015.

#### Hawaii Economy

General economic conditions in Hawaii remained healthy during 2016, led by a strong tourism industry, relatively low unemployment, rising real estate prices, and an active construction industry. For the first eleven months of 2016 total visitor arrivals increased by 3.0 percent and visitor spending increased by 4.1 percent compared to the same period in 2015. The statewide seasonally-adjusted unemployment rate remains low and declined to 2.9 percent in December 2016 compared to 4.7 percent nationally. Real estate prices on Oahu continue to reach new records.

The volume of single-family home sales on Oahu during the year increased 6.5 percent and the volume of condominium sales on Oahu increased 8.4 percent compared with 2015. The median price of single-family homes on Oahu increased 5.0 percent and the median price of condominiums on Oahu increased 8.3 percent compared with sales during 2015. As of December 31, 2016, months of inventory of single-family homes and condominiums on Oahu declined to 2.5 months and 2.6 months, respectively. More information on current Hawaii economic trends is presented in Table 15.

#### **Conference Call Information**

The Company will review its 2016 financial results today at 8:00 a.m. Hawaii Time (1:00 p.m. Eastern Time). The call will be accessible via teleconference and via the investor relations link of Bank of Hawaii Corporation's website, <a href="www.boh.com">www.boh.com</a>. The toll-free number is 1 (877) 783-7534 in the United States and 1 (530) 379-4714 for 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, January 23, 2017. The replay number is 1 (855) 859-2056 in the United States and 1 (404) 537-3406 from international locations. Enter the pass code 47958760 when prompted. Participants can also dial 1 (800) 585-8367 to access the replay. In addition, a replay will be available on the Company's website, <a href="www.boh.com">www.boh.com</a>.

#### 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, 2015, which was filed with the U.S. Securities and Exchange Commission. We do not promise to update forward-looking statements to reflect later events or circumstances.

Bank of Hawaii Corporation is a regional financial services company serving businesses, consumers and governments in Hawaii, American Samoa, and the West Pacific. The Company's principal subsidiary, Bank of Hawaii, was founded in 1897 and is the largest independent financial institution in Hawaii. For more information about Bank of Hawaii Corporation, see the Company's web site, <a href="https://www.boh.com">www.boh.com</a>.

Financial Highlights Table 1

			Thi	ree Months Ended	l			Year Ended				
	De	ecember 31,		September 30,		December 31,		Dece	mber 3	1,		
(dollars in thousands, except per share amounts)		2016		2016		2015		2016		2015		
For the Period:												
Operating Results												
Net Interest Income	\$	107,093	\$	103,912	\$	101,644	\$	417,579	\$	394,087		
Provision for Credit Losses		3,250		2,500		1,000		4,750		1,000		
Total Noninterest Income		46,503		48,114		44,766		197,343		186,219		
Total Noninterest Expense		89,589		87,532		85,727		350,578		348,104		
Net Income		43,513		43,493		42,832		181,461		160,704		
Basic Earnings Per Share		1.03		1.02		1.00		4.26		3.72		
Diluted Earnings Per Share		1.02		1.02		0.99		4.23		3.70		
Dividends Declared Per Share		0.48		0.48		0.45		1.89		1.80		
Performance Ratios												
Return on Average Assets		1.07	%	1.09	%	1.11	%	1.15	%	1.06	9/	
Return on Average Shareholders' Equity		14.90		14.89		15.41		15.79		14.82		
Efficiency Ratio 1		58.33		57.58		58.55		57.01		59.99		
Net Interest Margin 2		2.83		2.80		2.85		2.83		2.81		
Dividend Payout Ratio <sup>3</sup>		46.60		47.06		45.00		44.37		48.39		
Average Shareholders' Equity to Average Assets		7.17		7.30		7.19		7.26		7.16		
Average Balances												
Average Loans and Leases	\$	8,813,755	\$		\$	7,785,346	\$	8,362,210	\$	7,423,572		
Average Assets		16,212,940		15,906,760		15,335,574		15,825,381		15,136,494		
Average Deposits		13,997,318		13,687,186		13,038,637		13,619,476		12,925,235		
Average Shareholders' Equity		1,161,967		1,161,655		1,102,548		1,149,335		1,084,059		
Per Share of Common Stock												
Book Value	\$	27.24	\$	27.24	\$	25.79	\$	27.24	\$	25.79		
Tangible Book Value		26.50		26.50		25.06		26.50		25.06		
Market Value												
Closing		88.69		72.62		62.90		88.69		62.90		
High		89.72		73.44		70.07		89.72		70.07		
Low		71.73		65.19		60.55		54.55		53.90		
						December 31,		September 30,		December 31,		
						2016		2016		2015		
As of Period End:											_	
Balance Sheet Totals												
Loans and Leases					\$	8,949,785	\$	8,694,097	\$	7,878,985		
Total Assets						16,492,367		16,014,643		15,455,016		
Total Deposits						14,320,240		13,808,365		13,251,103		
Other Debt						267,938		267,954		245,786		
Total Shareholders' Equity						1,161,537		1,163,859		1,116,260		
Asset Quality												
Non-Performing Assets					\$	19,761	\$	18,672	\$	28,801		
Allowance for Loan and Lease Losses						104,273		104,033		102,880		
Allowance to Loans and Leases Outstanding						1.17	%	1.20	%	1.31	%	
Capital Ratios												
Common Equity Tier 1 Capital Ratio						13.24	%	13.40	%	13.97	9/	
Tier 1 Capital Ratio						13.24		13.40		13.97		
Total Capital Ratio						14.49		14.65		15.22		
Tier 1 Leverage Ratio						7.21		7.25		7.26		
Total Shareholders' Equity to Total Assets						7.04		7.27		7.22		
Tangible Common Equity to Tangible Assets 4						6.86		7.08		7.03		
Tangible Common Equity to Risk-Weighted Assets 4						12.81		13.18		13.62		
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Non-Financial Data			
Full-Time Equivalent Employees	2,122	2,125	2,164
Branches	69	70	70
ATMs	449	450	456

 $<sup>{\</sup>small 1\ Efficiency\ ratio\ is\ defined\ as\ noninterest\ expense\ divided\ by\ total\ revenue\ (net\ interest\ income\ and\ total\ noninterest\ income)}.$ 

<sup>&</sup>lt;sup>2</sup> Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

 $<sup>^{3}\,</sup>$  Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

<sup>4</sup> 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."

#### Reconciliation of Non-GAAP Financial Measures

Reconcination of Non-GAAF Financial Measures			1 able 2
	December 31,	September 30,	December 31,
(dollars in thousands)	2016	2016	2015
Total Shareholders' Equity	\$ 1,161,537	\$ 1,163,859	\$ 1,116,260
Less: Goodwill	31,517	31,517	31,517
Tangible Common Equity	\$ 1,130,020	\$ 1,132,342	\$ 1,084,743
Total Assets	\$ 16,492,367	\$ 16,014,643	\$ 15,455,016
Less: Goodwill	31,517	31,517	31,517
Tangible Assets	\$ 16,460,850	\$ 15,983,126	\$ 15,423,499
Risk-Weighted Assets, determined in accordance			
with prescribed regulatory requirements 1	\$ 8,823,485	\$ 8,591,440	\$ 7,962,484
Total Shareholders' Equity to Total Assets	7.04%	7.27%	7.22%
Tangible Common Equity to Tangible Assets (Non-GAAP)	6.86%	7.08%	7.03%
Tier 1 Capital Ratio	13.24%	13.40%	13.97%
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)	12.81%	13.18%	13.62%

Table 2

Consolidated Statements of Income Table 3

		Three Months Ended		Year Ended		
	December 31,	September 30,	December 31,	Decemb	er 31,	
(dollars in thousands, except per share amounts)	2016	2016	2015	2016	2015	
Interest Income						
Interest and Fees on Loans and Leases	\$ 86,532	\$ 83,489	\$ 78,122	\$ 333,239 \$	298,522	
Income on Investment Securities						
Available-for-Sale	10,244	10,313	10,829	41,892	41,492	
Held-to-Maturity	19,213	19,315	21,722	79,087	89,650	
Deposits	2	1	1	9	8	
Funds Sold	795	695	315	2,861	1,133	
Other	281	166	381	812	1,305	
Total Interest Income	117,067	113,979	111,370	457,900	432,110	
Interest Expense						
Deposits	3,448	3,232	2,443	12,647	9,626	
Securities Sold Under Agreements to Repurchase	5,406	5,713	6,246	23,406	25,364	
Funds Purchased	3	3	3	12	12	
Other Debt	1,117	1,119	1,034	4,256	3,021	
Total Interest Expense	9,974	10,067	9,726	40,321	38,023	
Net Interest Income	107,093	103,912	101,644	417,579	394,087	
Provision for Credit Losses	3,250	2,500	1,000	4,750	1,000	
Net Interest Income After Provision for Credit Losses	103,843	101,412	100,644	412,829	393,087	
Noninterest Income						
Trust and Asset Management	11,232	11,008	11,243	46,203	47,685	
Mortgage Banking	6,256	6,362	3,130	19,895	11,583	
Service Charges on Deposit Accounts	8,537	8,524	8,663	33,654	34,072	
Fees, Exchange, and Other Service Charges	13,731	14,023	13,764	55,176	53,353	
Investment Securities Gains (Losses), Net	(337)	(328)	(181)	10,203	10,160	
Annuity and Insurance	1,457	1,653	2,014	7,017	7,664	
Bank-Owned Life Insurance	1,551	1,911	1,608	6,561	7,039	
Other	4,076	4,961	4,525	18,634	14,663	
Total Noninterest Income	46,503	48,114	44,766	197,343	186,219	
Noninterest Expense						
Salaries and Benefits	50,622	49,725	47,997	201,150	191,963	
Net Occupancy	7,581	8,510	4,876	30,252	30,217	
Net Equipment	5,191	4,913	5,244	20,578	20,162	
Data Processing	3,665	3,620	5,106	15,208	16,472	
Professional Fees	2,990	2,396	2,803	10,072	9,660	
FDIC Insurance	2,015	2,104	2,322	8,615	8,669	
Other	17,525	16,264	17,379	64,703	70,961	
Total Noninterest Expense	89,589	87,532	85,727	350,578	348,104	
Income Before Provision for Income Taxes	60,757	61,994	59,683	259,594	231,202	
Provision for Income Taxes	17,244	18,501	16,851	78,133	70,498	
Net Income	\$ 43,513	\$ 43,493	\$ 42,832	\$ 181,461 \$	160,704	
Basic Earnings Per Share	\$ 1.03	\$ 1.02	\$ 1.00	\$ 4.26 \$	3.72	
Diluted Earnings Per Share	\$ 1.02	\$ 1.02	\$ 0.99	\$ 4.23 \$	3.70	
Dividends Declared Per Share	\$ 0.48	\$ 0.48	\$ 0.45	\$ 1.89 \$	1.80	
Basic Weighted Average Shares	42,386,480	42,543,122	43,003,191	42,644,100	43,217,818	
Diluted Weighted Average Shares	42,672,470	42,778,346	43,275,377	42,879,783	43,454,877	

# **Consolidated Statements of Comprehensive Income**

		Three Months Ended						Year Ended		
		December 31, September 30,		eptember 30,		December 31,		December 31,		
(dollars in thousands)		2016		2016		2015		2016	2015	
Net Income	\$	43,513	\$	43,493	\$	42,832	\$	181,461 \$	160,704	
Other Comprehensive Income (Loss), Net of Tax:										
Net Unrealized Gains (Losses) on Investment Securities		(18,641)		(5,528)		(6,860)		(10,318)	(2,125)	
Defined Benefit Plans		(453)		140		4,595		(31)	5,254	
Total Other Comprehensive Income (Loss)		(19,094)		(5,388)		(2,265)		(10,349)	3,129	
Comprehensive Income	\$	24,419	\$	38,105	\$	40,567	\$	171,112 \$	163,833	

Table 4

Consolidated Statements of Condition Table 5

Consolidated Statements of Condition				Table 5
		December 31,	September 30,	December 31,
(dollars in thousands)		2016	2016	2015
Assets				
Interest-Bearing Deposits in Other Banks	\$	3,187 \$	4,181 \$	4,130
Funds Sold		707,343	506,604	592,892
Investment Securities				
Available-for-Sale		2,186,041	2,213,482	2,256,818
Held-to-Maturity (Fair Value of \$3,827,527; \$3,893,542; and \$4,006,412)		3,832,997	3,815,915	3,982,736
Loans Held for Sale		62,499	68,066	4,808
Loans and Leases		8,949,785	8,694,097	7,878,985
Allowance for Loan and Lease Losses		(104,273)	(104,033)	(102,880)
Net Loans and Leases		8,845,512	8,590,064	7,776,105
Total Earning Assets		15,637,579	15,198,312	14,617,489
Cash and Due from Banks		169,077	127,326	158,699
Premises and Equipment, Net		113,505	110,288	111,199
Accrued Interest Receivable		46,444	46,925	44,719
Foreclosed Real Estate		1,686	1,747	824
Mortgage Servicing Rights		23,663	20,991	23,002
Goodwill		31,517	31,517	31,517
Bank-Owned Life Insurance		274,188	272,637	268,175
Other Assets		194,708	204,900	199,392
Total Assets	\$	16,492,367 \$	16,014,643 \$	15,455,016
Liabilities				
Deposits				
Noninterest-Bearing Demand	\$	4,772,727 \$	4,437,963 \$	4,286,331
Interest-Bearing Demand	φ	2,934,107	2,777,095	2,761,930
Savings		5,395,699	5,306,880	5,025,191
Time		1,217,707	1,286,427	1,177,651
Total Deposits		14,320,240	13,808,365	13,251,103
Funds Purchased		9,616	9,616	7,333
Securities Sold Under Agreements to Repurchase		523,378	551,683	628,857
Other Debt		267,938	267,954	245,786
Retirement Benefits Payable		48,451	47,522	47,374
Accrued Interest Payable		5,334	6,115	5,032
Taxes Payable and Deferred Taxes		21,674	24,922	17,737
Other Liabilities		134,199	134,607	135,534
Total Liabilities		15,330,830	14,850,784	14,338,756
Shareholders' Equity			<u> </u>	
Common Stock (\$.01 par value; authorized 500,000,000 shares;				
issued / outstanding: December 31, 2016 - 57,856,672 / 42,635,978;				
September 30, 2016 - 57,854,843 / 42,733,513;				
and December 31, 2015 - 57,749,071 / 43,282,153)		576	576	575
Capital Surplus		551,628	549,064	542,041
Accumulated Other Comprehensive Loss		(33,906)	(14,812)	(23,557)
Retained Earnings		1,415,440	1,393,231	1,316,260
Treasury Stock, at Cost (Shares: December 31, 2016 - 15,220,694;				
September 30, 2016 - 15,121,330; and December 31, 2015 - 14,466,918)		(772,201)	(764,200)	(719,059)
Total Shareholders' Equity		1,161,537	1,163,859	1,116,260
Total Liabilities and Shareholders' Equity	\$	16,492,367 \$	16,014,643 \$	15,455,016

# Consolidated Statements of Shareholders' Equity

				Accum.			
				Other			
				Compre-			
				hensive			
	Common Shares	Common	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding	Stock	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2014	43,724,208 \$	574 \$	531,932 \$	(26,686) \$	1,234,801 \$	(685,535) \$	1,055,086
Net Income	_	_	_	_	160,704	_	160,704
Other Comprehensive Income	_	_	_	3,129	_	_	3,129
Share-Based Compensation	_	_	7,689	_	_	_	7,689
Common Stock Issued under Purchase and Equity							
Compensation Plans and Related Tax Benefits	401,904	1	2,420	_	(878)	19,457	21,000
Common Stock Repurchased	(843,959)	_	_	_	_	(52,981)	(52,981)
Cash Dividends Declared (\$1.80 per share)	_	_	_	_	(78,367)	_	(78,367)
Balance as of December 31, 2015	43,282,153 \$	575 \$	542,041 \$	(23,557) \$	1,316,260 \$	(719,059) \$	1,116,260
Net Income	_	_	_	_	181,461	_	181,461
Other Comprehensive Loss	_	_	_	(10,349)	_	_	(10,349)
Share-Based Compensation	_	_	6,786	_	_	_	6,786
Common Stock Issued under Purchase and Equity							
Compensation Plans and Related Tax Benefits	259,985	1	2,801	_	(1,124)	8,665	10,343
Common Stock Repurchased	(906,160)	_	_	_	_	(61,807)	(61,807)
Cash Dividends Declared (\$1.89 per share)		_	_	_	(81,157)	_	(81,157)
Balance as of December 31, 2016	42,635,978 \$	576 \$	551,628 \$	(33,906) \$	1,415,440 \$	(772,201) \$	1,161,537

		Three	Months Ended	l	Three	Months Ende	d		Three 1	Months Ende	d
		Dece	mber 31, 2016		Septe	ember 30, 2016	i		Decen	nber 31, 2015	
		Average	In come/	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	\$	4.0	s –	0.10 %	\$ 4.1	s —	0.19	% \$	3.8 \$	-	0.10 %
Funds Sold		622.8	0.8	0.50	585.9	0.7	0.46		466.3	0.3	0.26
Investment Securities											
Available-for-Sale											
Taxable		1,533.8	6.7	1.76	1,574.9	6.8	1.72		1,573.3	7.1	1.81
Non-Taxable		668.7	5.4	3.21	687.1	5.4	3.16		718.5	5.7	3.18
Held-to-Maturity											
Taxable		3,579.1	17.7	1.97	3,563.8	17.8	1.99		3,827.9	20.2	2.10
Non-Taxable		242.7	2.4	3.89	243.7	2.4	3.90		246.6	2.4	3.92
Total Investment Securities		6,024.3	32.2	2.13	6,069.5	32.4	2.13		6,366.3	35.4	2.22
Loans Held for Sale		39.1	0.3	3.61	57.7	0.5	3.52		7.1	0.1	4.26
Loans and Leases 1											
Commercial and Industrial		1,223.6	10.0	3.25	1,192.0	9.8	3.26		1,155.2	9.4	3.22
Commercial Mortgage		1,833.8	17.0	3.68	1,730.2	15.4	3.55		1,653.9	15.5	3.71
Construction		276.0	3.0	4.36	239.4	2.6	4.38		140.9	1.7	4.90
Commercial Lease Financing		204.0	1.1	2.17	195.1	1.2	2.38		204.2	1.8	3.46
Residential Mortgage		3,139.4	30.6	3.90	3,082.9	30.4	3.94		2,895.3	29.2	4.04
Home Equity		1,317.1	11.7	3.54	1,254.4	11.3	3.59		1,027.4	9.3	3.61
Automobile		446.0	5.8	5.14	426.2	5.5	5.15		373.7	4.9	5.19
Other <sup>2</sup>		373.9	7.3	7.76	363.4	7.0	7.69			6.4	7.57
									334.7		
Total Loans and Leases		8,813.8	86.5	3.91	8,483.6	83.2	3.91		7,785.3	78.2	4.00
Other		40.1	0.3	2.80	39.9	0.1	1.66		41.1	0.4	3.71
Total Earning Assets <sup>3</sup>		15,544.1	120.1	3.08	15,240.7	116.9	3.06		14,669.9	114.4	3.11
Cash and Due from Banks		131.5			133.2				126.2		
Other Assets	_	537.3			 532.9				539.5		
Total Assets	\$	16,212.9			\$ 15,906.8			\$	15,335.6		
Interest-Bearing Liabilities											
Interest-Bearing Deposits											
Demand	\$	2,760.5	0.3	0.04	\$ 2,770.2	0.2	0.03	\$	2,653.2	0.2	0.03
Savings		5,339.5	1.2	0.09	5,208.3	1.1	0.09		5,028.8	1.1	0.09
Time		1,322.7	2.0	0.60	1,272.6	1.9	0.59		1,178.2	1.1	0.38
Total Interest-Bearing Deposits		9,422.7	3.5	0.15	9,251.1	3.2	0.14		8,860.2	2.4	0.11
Short-Term Borrowings		9.6	_	0.15	8.7	_	0.13		8.1	_	0.14
Securities Sold Under Agreements to Repurchase		533.7	5.4	3.96	556.5	5.7	4.02		630.5	6.3	3.88
Other Debt		267.9	1.1	1.66	268.0	1.1	1.66		306.4	1.0	1.34
Total Interest-Bearing Liabilities		10,233.9	10.0	0.38	10,084.3	10.0	0.39		9,805.2	9.7	0.39
Net Interest Income			\$ 110.1			\$ 106.9			\$	104.7	
Interest Rate Spread		-		2.70 %	•		2.67	%	_		2.72 %
Net Interest Margin				2.83 %			2.80	%			2.85 %
Noninterest-Bearing Demand Deposits		4,574.6			4,436.1				4,178.4		
Other Liabilities		242.4			224.7				249.5		
Shareholders' Equity		1,162.0			1,161.7				1,102.5		
Total Liabilities and Shareholders' Equity	\$	16,212.9			\$ 15,906.8			s	15,335.6		

<sup>&</sup>lt;sup>1</sup> 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.

 $<sup>^2\ \</sup> Comprised\ of\ other\ consumer\ revolving\ credit, installment, and\ consumer\ lease\ financing.$ 

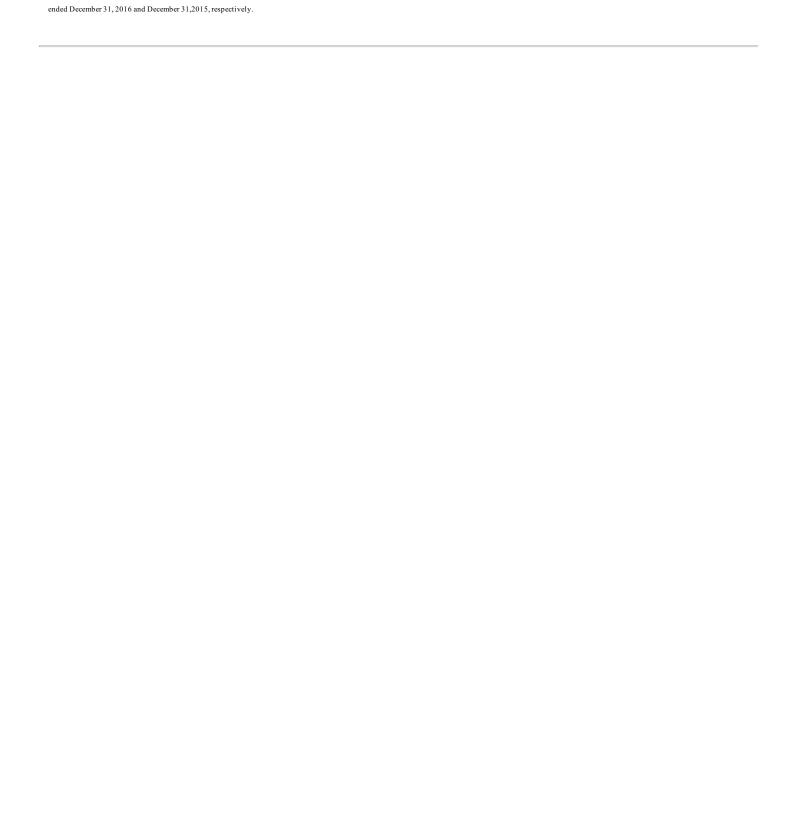
<sup>&</sup>lt;sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 35%, of \$3,034,000, \$2,967,000, and \$3,016,000 for the three months ended December 31, 2016, September 30, 2016, and December 31, 2015, respectively.

			ar Ended		Year Ended December 31, 2015			
			ber 31, 2016	372-137				372-137
(1 H · · · · · · · · · · · · · · · · · ·		Average Balance	Income/ Expense	Yield/ Rate		Average Balance	Income/ Expense	Yield/ Rate
dollars in millions)		Balance	Expense	Kate		Dalairce	Expense	Kate
Earning Assets Interest-Bearing Deposits in Other Banks	\$	4.1 \$	_	0.22 %	\$	3.4 \$	<u></u>	0.22
Funds Sold	Ψ	595.9	2.8	0.48	Ψ	483.1	1.1	0.23
Investment Securities		373.7	2.0	0.40		403.1	1.1	0.23
Available-for-Sale								
Taxable		1,579.1	27.7	1.75		1,554.2	26.6	1.71
Non-Taxable		690.6	21.9	3.17		721.7	22.9	3.18
Held-to-Maturity		0,0.0	21.9	5.17		/21./	22.9	5.10
Taxable		3,615.2	72.9	2.02		3,981.2	83.3	2.09
Non-Taxable		244.1	9.5	3.90		247.8	9.8	3.93
Total Investment Securities		6,129.0	132.0	2.15		6,504.9	142.6	2.19
		•						
Loans Held for Sale  Loans and Leases 1		32.3	1.2	3.59		8.7	0.3	3.83
Commercial and Industrial		1,179.9	40.3	3.42		1,152.3	36.6	3.18
		1,735.2	64.5	3.42		1,543.5	58.5	
Commercial Mortgage Construction		224.2	10.0	4.43		1,343.3	5.9	3.79 4.79
Construction  Commercial Lease Financing		198.6	4.8	2.40		217.8	7.5	3.46
· ·		3,037.0				2,774.7		
Residential Mortgage			120.6	3.97		944.0	113.9	4.10
Home Equity Automobile		1,211.9	43.7	3.61 5.16		352.3	34.2 18.4	3.63
Other <sup>2</sup>		416.8	21.5					5.21
		358.6	27.7	7.72		315.1	23.7	7.51
Total Loans and Leases		8,362.2	333.1	3.98		7,423.6	298.7	4.02
Other .		39.2	0.8	2.07		49.0	1.3	2.67
Total Earning Assets <sup>3</sup>		15,162.7	469.9	3.10		14,472.7	444.0	3.07
Cash and Due from Banks		129.0				130.0		
Other Assets		533.7				533.8		
Total Assets	\$	15,825.4			\$	15,136.5		
Interest-Bearing Liabilities								
Interest-Bearing Deposits								
Demand	\$	2,757.6	0.9	0.03	\$	2,616.4	0.8	0.03
Savings		5,217.9	4.6	0.09		5,015.6	4.4	0.09
Time		1,254.9	7.1	0.57		1,252.9	4.4	0.35
Γotal Interest-Bearing Deposits		9,230.4	12.6	0.14		8,884.9	9.6	0.11
Short-Term Borrowings		8.4	_	0.15		8.4	_	0.15
Securities Sold Under Agreements to Repurchase		569.8	23.4	4.11		655.9	25.4	3.87
Other Debt		248.8	4.3	1.71		219.7	3.0	1.37
Total Interest-Bearing Liabilities		10,057.4	40.3	0.40		9,768.9	38.0	0.39
Net Interest Income		\$	429.6			\$	406.0	
Interest Rate Spread		<u>-</u>		2.70 %		<u>-</u>		2.68
Net Interest Margin				2.83 %				2.81
Noninterest-Bearing Demand Deposits		4,389.1				4,040.3		
Other Liabilities		229.6				243.2		
Shareholders' Equity		1,149.3				1,084.1		
Total Liabilities and Shareholders' Equity	\$	15,825.4			\$	15,136.5		

 $<sup>^{1}</sup>$  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.

<sup>&</sup>lt;sup>2</sup> Comprised of other consumer revolving credit, installment, and consumer lease financing.

 $<sup>3\</sup> Interest\ income\ includes\ taxable-equivalent\ basis\ adjustments, based\ upon\ a\ federal\ statutory\ tax\ rate\ of\ 35\%, of\ \$11,991,000\ and\ \$11,937,000\ for\ the\ year\ and\ the properties of\ the\ properties of\ th$ 



	Three Months En	ded December 31, 2016	
		September 30, 2016	
(dollars in millions)	Volume 1	Rate 1	Total
Change in Interest Income:			
Funds Sold	\$ <b>-</b> \$	0.1 \$	0.1
Investment Securities			
Available-for-Sale			
Taxable	(0.2)	0.1	(0.1)
Non-Taxable	(0.1)	0.1	`_
Held-to-Maturity			
Taxable	0.1	(0.2)	(0.1)
Total Investment Securities	(0.2)	_	(0.2)
Loans Held for Sale	(0.2)	_	(0.2)
Loans and Leases			
Commercial and Industrial	0.2	_	0.2
Commercial Mortgage	1.0	0.6	1.6
Construction	0.4	_	0.4
Commercial Lease Financing	_	(0.1)	(0.1)
Residential Mortgage	0.5	(0.3)	0.2
Home Equity	0.6	(0.2)	0.4
Automobile	0.3	_	0.3
Other 2	0.2	0.1	0.3
Total Loans and Leases	3.2	0.1	3.3
Other	0.1	0.1	0.2
Total Change in Interest Income	2.9	0.3	3.2
Change in Interest Expense:			
Interest-Bearing Deposits			
Demand	_	0.1	0.1
Savings	0.1		0.1
Time	0.1	_	0.1
Total Interest-Bearing Deposits	0.2	0.1	0.3
Securities Sold Under Agreements to Repurchase	(0.2)	(0.1)	(0.3)
Total Change in Interest Expense	_		
	2.0.0	0.2 0	
Change in Net Interest Income	\$ 2.9 \$	0.3 \$	3.2

<sup>&</sup>lt;sup>1</sup> 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.

 $<sup>^{2}\,</sup>$  Comprised of other consumer revolving credit, installment, and consumer lease financing.

(dollars in millions)  Change in Interest Income: Funds Sold Investment Securities Available-for-Sale Taxable Non-Taxable Held-to-Maturity Taxable	Three Months E	nded December 31, 2016			
	Compared to	December 31, 2015	5		
(dollars in millions)	 Volume 1	Rate 1	Total		
Change in Interest Income:					
Funds Sold	\$ 0.1 \$	0.4 \$	0.5		
Investment Securities					
Available-for-Sale					
Taxable	(0.2)	(0.2)	(0.4)		
Non-Taxable	(0.4)	0.1	(0.3)		
Held-to-Maturity					
Taxable	(1.3)	(1.2)	(2.5)		
Total Investment Securities	(1.9)	(1.3)	(3.2)		
Loans Held for Sale	0.3	(0.1)	0.2		
Loans and Leases					
Commercial and Industrial	0.5	0.1	0.6		
Commercial Mortgage	1.6	(0.1)	1.5		
Construction	1.5	(0.2)	1.3		
Commercial Lease Financing	_	(0.7)	(0.7)		
Residential Mortgage	2.4	(1.0)	1.4		
Home Equity	2.6	(0.2)	2.4		
Automobile	1.0	(0.1)	0.9		
Other 2	0.7	0.2	0.9		
Total Loans and Leases	10.3	(2.0)	8.3		
Other	_	(0.1)	(0.1)		
Total Change in Interest Income	8.8	(3.1)	5.7		
Change in Interest Expense:					
Interest-Bearing Deposits					
Demand	_	0.1	0.1		
Savings	0.1	_	0.1		
Time	0.2	0.7	0.9		
Total Interest-Bearing Deposits	0.3	0.8	1.1		
Securities Sold Under Agreements to Repurchase	(1.0)	0.1	(0.9)		
Other Debt	(0.1)	0.2	0.1		
Total Change in Interest Expense	(0.8)	1.1	0.3		
		/4 = \ \			
Change in Net Interest Income	\$ 9.6 \$	(4.2) \$	5.4		

<sup>&</sup>lt;sup>1</sup> 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.

 $<sup>^{2}\,</sup>$  Comprised of other consumer revolving credit, installment, and consumer lease financing.

#### Analysis of Change in Net Interest Income - Taxable-Equivalent Basis

Compared to Volume 1  0.3 \$  0.4 (1.0)  (7.4) (0.2)	December 31, 2016 December 31, 2015 Rate   1.4 \$  0.7  (3.0)	1.7 1.1 (1.0)
0.3 \$ 0.4 (1.0) (7.4) (0.2)	Rate 1  1.4 \$  0.7	1.7
0.3 \$ 0.4 (1.0) (7.4) (0.2)	0.7 — (3.0)	1.7
0.4 (1.0) (7.4) (0.2)	0.7 — (3.0)	1.1
0.4 (1.0) (7.4) (0.2)	0.7 — (3.0)	1.1
(1.0) (7.4) (0.2)	(3.0)	
(1.0) (7.4) (0.2)	(3.0)	
(1.0) (7.4) (0.2)	(3.0)	
(7.4) (0.2)	` ′	(1.0)
(0.2)	` ′	
(0.2)	` ′	
	(0.1)	(10.4)
(9.2)	(0.1)	(0.3)
(8.2)	(2.4)	(10.6)
0.9	_	0.9
0.9	2.8	3.7
7.1	(1.1)	6.0
4.6	(0.5)	4.1
(0.6)	(2.1)	(2.7)
10.5	(3.8)	6.7
9.7	(0.2)	9.5
3.3	(0.2)	3.1
3.3	0.7	4.0
38.8	(4.4)	34.4
(0.2)	(0.3)	(0.5)
31.6	(5.7)	25.9
<u> </u>	0.1	0.1
0.2	<u> </u>	0.2
<u> </u>	2.7	2.7
0.2	2.8	3.0
(3.5)	1.5	(2.0)
0.5	0.8	1.3
(2.8)	5.1	2.3
34.4 \$	(10.8) \$	23.6
	0.9 7.1 4.6 (0.6) 10.5 9.7 3.3 3.3 3.8.8 (0.2) 31.6	0.9       2.8         7.1       (1.1)         4.6       (0.5)         (0.6)       (2.1)         10.5       (3.8)         9.7       (0.2)         3.3       (0.2)         3.3       0.7         38.8       (4.4)         (0.2)       (0.3)         31.6       (5.7)

<sup>1</sup> 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.

<sup>2</sup> Comprised of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits Table 9

		Tl	hree Months Ended		Year Ended				
	Decemb	ber 31,	September 30,	December 31,		December 31	,		
(dollars in thousands)	20	16	2016	2015		2016	2015		
Salaries	\$	29,382 \$	29,401 \$	29,356	\$	116,721 \$	114,389		
Incentive Compensation		5,784	5,743	4,971		23,409	18,667		
Share-Based Compensation		4,126	2,968	2,678		12,150	10,390		
Commission Expense		1,955	2,051	1,375		7,514	6,533		
Retirement and Other Benefits		4,350	3,866	4,056		17,262	16,968		
Payroll Taxes		2,044	2,224	2,032		10,133	10,095		
Medical, Dental, and Life Insurance		2,908	3,366	3,077		13,038	11,580		
Separation Expense		73	106	452		923	3,341		
<b>Total Salaries and Benefits</b>	\$	50,622 \$	49,725 \$	47,997	\$	201,150 \$	191,963		

Loan and Lease Portfolio Balances Table 10

Edwin and Edwid I di tionid Bulantes					14016 10
	December 31,	September 30,	June 30,	March 31,	December 31,
(dollars in thousands)	2016	2016	2016	2016	2015
Commercial					
Commercial and Industrial	\$ 1,249,791 \$	1,217,849 \$	1,174,879 \$	1,180,341 \$	1,115,168
Commercial Mortgage	1,889,551	1,807,190	1,712,271	1,687,199	1,677,147
Construction	270,018	263,079	226,062	192,909	156,660
Lease Financing	208,332	201,436	192,630	195,804	204,877
Total Commercial	3,617,692	3,489,554	3,305,842	3,256,253	3,153,852
Consumer					
Residential Mortgage	3,163,073	3,098,936	3,032,981	2,929,388	2,925,605
Home Equity	1,334,163	1,295,993	1,213,154	1,131,796	1,069,400
Automobile	454,333	437,659	417,017	399,825	381,735
Other 1	380,524	371,955	362,475	348,348	348,393
Total Consumer	5,332,093	5,204,543	5,025,627	4,809,357	4,725,133
Total Loans and Leases	\$ 8,949,785 \$	8,694,097 \$	8,331,469 \$	8,065,610 \$	7,878,985

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	December 31,	September 30,	June 30,	March 31,	December 31,
(dollars in thousands)	2016	2016	2016	2016	2015
Consumer	\$ 6,997,482 \$	6,781,371 \$	6,618,164 \$	6,568,651 \$	6,445,510
Commercial	6,110,189	5,751,184	5,697,490	5,678,987	5,502,739
Public and Other	1,212,569	1,275,810	1,328,153	1,241,254	1,302,854
Total Deposits	\$ 14,320,240 \$	13,808,365 \$	13,643,807 \$	13,488,892 \$	13,251,103

 $<sup>^{1}\</sup> Comprised\ of\ other\ revolving\ credit, installment, and\ lease\ financing.$ 

Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More

Table 11

Non-Performing Assets and Accruing Loans and Leases Pas	t Due 90 D	ays of More								1 able 11
(dollars in thousands)		December 31, 2016		September 30, 2016		June 30, 2016		March 31, 2016	D	December 31, 2015
Non-Performing Assets										
Non-Accrual Loans and Leases										
Commercial										
Commercial and Industrial	\$	151	\$	201	\$	269	\$	666	\$	5,829
Commercial Mortgage		997		1,023		1,194		3,401		3,469
Total Commercial		1,148		1,224		1,463		4,067		9,298
Consumer										
Residential Mortgage		13,780		12,735		9,979		13,719		14,598
Home Equity		3,147		2,966		3,110		2,501		4,081
Total Consumer		16,927		15,701		13,089		16,220		18,679
Total Non-Accrual Loans and Leases		18,075		16,925		14,552		20,287		27,977
Foreclosed Real Estate		1,686		1,747		1,728		1,728		824
Total Non-Performing Assets	\$	19,761	\$	18,672	\$	16,280	\$	22,015	\$	28,801
Accruing Loans and Leases Past Due 90 Days or More										
Consumer										
Residential Mortgage	\$	3,127	\$	2,583	\$	5,640	\$	4,219	\$	4,453
Home Equity		1,457		1,210		1,128		2,096		1,710
Automobile		894		578		464		524		315
Other 1		1,592		1,273		1,518		1,099		1,096
Total Consumer		7,070		5,644		8,750		7,938		7,574
Total Accruing Loans and Leases Past Due 90 Days or More	\$	7,070	\$	5,644	\$	8,750	\$	7,938	\$	7,574
Restructured Loans on Accrual Status										
and Not Past Due 90 Days or More	\$	52,208	\$	52,095	\$	52,173	\$	50,707	\$	49,430
Total Loans and Leases	\$	8,949,785	\$	8,694,097	\$	8,331,469	\$	8,065,610	\$	7,878,985
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.20%	6	0.19%	)	0.17%	6	0.25%		0.36%
Ratio of Non-Performing Assets to Total Loans and Leases										
and Foreclosed Real Estate		0.22%	6	0.21%	,	0.20%	6	0.27%		0.37%
Ratio of Commercial Non-Performing Assets to Total Commercial Loans										
and Leases and Commercial Foreclosed Real Estate		0.03%	6	0.04%	,	0.04%	6	0.12%		0.29%
Ratio of Consumer Non-Performing Assets to Total Consumer Loans										
and Leases and Consumer Foreclosed Real Estate		0.35%	/o	0.34%		0.29%	/o	0.37%		0.419
and Bears and Consumer Forestone New Boune		0.557		0.5 . 70		0.257		0.5770		0.117
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		0.30%	6	0.28%	<u> </u>	0.30%	6	0.37%		0.46%
Quarter to Quarter Changes in Non-Performing Assets										
Balance at Beginning of Quarter	\$	18,672	\$	16,280	\$	22,015	\$	28,801	\$	29,545
Additions		2,142		3,730		1,300		4,002		2,353
Reductions										
Payments		(252)		(501)		(3,401)		(6,012)		(2,473)
Return to Accrual Status		(653)		(701)		(3,560)		(4,272)		(24)
Sales of Foreclosed Real Estate		(61)		_		_		(248)		(458)
Charge-offs/Write-downs		(87)		(136)		(74)		(256)		(142)
Total Reductions		(1,053)		(1,338)		(7,035)		(10,788)		(3,097)
	\$	19,761	-	18,672	_	16,280	_	22,015		28,801

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

Reserve for Credit Losses Table 12

	Т	Year Ended					
	 December 31,	September 30,	December 31,		December 31,		
(dollars in thousands)	2016	2016	2015		2016	2015	
Balance at Beginning of Period	\$ 110,605	\$ 110,504	\$ 110,110	\$	108,952 \$	114,575	
Loans and Leases Charged-Off							
Commercial							
Commercial and Industrial	(195)	(209)	(304)		(865)	(954)	
Consumer							
Residential Mortgage	(335)	(104)	_		(723)	(613)	
Home Equity	(256)	(222)	(269)		(1,104)	(1,330)	
Automobile	(1,720)	(1,703)	(1,719)		(6,355)	(5,860)	
Other 1	(2,445)	(2,678)	(2,170)		(9,462)	(7,682)	
Total Loans and Leases Charged-Off	(4,951)	(4,916)	(4,462)		(18,509)	(16,439)	
Recoveries on Loans and Leases Previously Charged-Off							
Commercial							
Commercial and Industrial	506	282	420		8,058	1,948	
Commercial Mortgage	11	14	18		53	61	
Construction	_	_	8		23	32	
Lease Financing	1	_	1		3	132	
Consumer							
Residential Mortgage	154	517	577		1,151	1,297	
Home Equity	323	618	349		1,776	2,489	
Automobile	459	615	519		2,207	1,917	
Other 1	487	471	412		1,881	1,755	
Total Recoveries on Loans and Leases Previously Charged-Off	1,941	2,517	2,304		15,152	9,631	
Net Loans and Leases Charged-Off	(3,010)	(2,399)	(2,158)		(3,357)	(6,808)	
Provision for Credit Losses	3,250	2,500	1,000		4,750	1,000	
Provision for Unfunded Commitments	_	_	_		500	185	
Balance at End of Period 2	\$ 110,845	\$ 110,605	\$ 108,952	\$	110,845 \$	108,952	
Components							
Allowance for Loan and Lease Losses	\$ 104,273	\$ 104,033	\$ 102,880	\$	104,273 \$	102,880	
Reserve for Unfunded Commitments	6,572	6,572	6,072		6,572	6,072	
Total Reserve for Credit Losses	\$ 110,845	\$ 110,605	\$ 108,952	\$	110,845 \$	108,952	
Average Loans and Leases Outstanding	\$ 8,813,755	\$ 8,483,588	\$ 7,785,346	\$	8,362,210 \$	7,423,572	
Ratio of Net Loans and Leases Charged-Off to							
Average Loans and Leases Outstanding (annualized)	0.14%	0.11%	0.11%	)	0.04%	0.09	
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding	1.17%	1.20%	1.31%	)	1.17%	1.319	

 $<sup>^{1}\</sup> Comprised\ of\ other\ revolving\ credit, installment, and\ lease\ financing.$ 

<sup>&</sup>lt;sup>2</sup> 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.

Business Segments Selected Financial Informati	on					Table 13a
		Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)		Banking	Banking	Services	and Other	Total
Three Months Ended December 31, 2016						
Net Interest Income	\$	63,169 \$	40,968 \$	6,196 \$	(3,240) \$	107,093
Provision for Credit Losses		3,285	(270)	(5)	240	3,250
Net Interest Income After Provision for Credit Losses		59,884	41,238	6,201	(3,480)	103,843
Noninterest Income		24,460	5,952	13,764	2,327	46,503
Noninterest Expense		(52,998)	(17,926)	(14,996)	(3,669)	(89,589)
Income Before Provision for Income Taxes		31,346	29,264	4,969	(4,822)	60,757
Provision for Income Taxes		(11,109)	(10,330)	(1,839)	6,034	(17,244)
Net Income	\$	20,237 \$	18,934 \$	3,130 \$	1,212 \$	43,513
Total Assets as of December 31, 2016	\$	5,342,078 \$	3,565,912 \$	280,410 \$	7,303,967 \$	16,492,367
Three Months Ended December 31, 2015 1						
Net Interest Income	\$	51.628 \$	36.652 \$	5,341 \$	8.023 \$	101.644
Provision for Credit Losses		2,373	(209)	(7)	(1,157)	1,000
Net Interest Income After Provision for Credit Losses		49,255	36,861	5,348	9,180	100,644
Noninterest Income		21,268	5,774	14,065	3,659	44,766
Noninterest Expense		(50,111)	(17,261)	(14,659)	(3,696)	(85,727)
Income Before Provision for Income Taxes		20,412	25,374	4,754	9,143	59,683
Provision for Income Taxes		(7,233)	(8,985)	(1,759)	1,126	(16,851)
Net Income	\$	13,179 \$	16,389 \$	2,995 \$	10,269 \$	42,832
Total Assets as of December 31, 2015 1	\$	4,680,888 \$	3,099,175 \$	274,469 \$	7,400,484 \$	15,455,016

 $<sup>^{\</sup>rm 1}$  Certain prior period information has been reclassified to conform to current presentation.

<b>Business Segments Selected Financial Information</b>					Table 13b
	Retail	Commercial	Investment	Treasury	Consolidated
(dollars in thousands)	Banking	Banking	Services	and Other	Total
Year Ended December 31, 2016					
Net Interest Income	\$ 242,967 \$	156,080 \$	24,714 \$	(6,182) \$	417,579
Provision for Credit Losses	10,700	(7,322)	(23)	1,395	4,750
Net Interest Income After Provision for Credit Losses	232,267	163,402	24,737	(7,577)	412,829
Noninterest Income	91,824	26,967	57,396	21,156	197,343
Noninterest Expense	(208,389)	(70,405)	(59,782)	(12,002)	(350,578)
Income Before Provision for Income Taxes	115,702	119,964	22,351	1,577	259,594
Provision for Income Taxes	(41,067)	(42,667)	(8,270)	13,871	(78,133)
Net Income	\$ 74,635 \$	77,297 \$	14,081 \$	15,448 \$	181,461
Total Assets as of December 31, 2016	\$ 5,342,078 \$	3,565,912 \$	280,410 \$	7,303,967 \$	16,492,367
Year Ended December 31, 2015 1					
Net Interest Income	\$ 202,259 \$	143,944 \$	18,494 \$	29,390 \$	394,087
Provision for Credit Losses	8,033	(1,165)	(43)	(5,825)	1,000
Net Interest Income After Provision for Credit Losses	194,226	145,109	18,537	35,215	393,087
Noninterest Income	82,391	22,191	58,835	22,802	186,219
Noninterest Expense	(199,572)	(77,500)	(57,852)	(13,180)	(348,104)
Income Before Provision for Income Taxes	77,045	89,800	19,520	44,837	231,202
Provision for Income Taxes	(27,330)	(31,375)	(7,222)	(4,571)	(70,498)
Net Income	\$ 49,715 \$	58,425 \$	12,298 \$	40,266 \$	160,704
Total Assets as of December 31, 2015 1	\$ 4,680,888 \$	3,099,175 \$	274,469 \$	7,400,484 \$	15,455,016

 $<sup>^{1}\,</sup>$  Certain prior period information has been reclassified to conform to current presentation.

Selected Quarterly Financial Data

Tя	h	•	1	4	

	 Three Months Ended								
	December 31,	S	September 30,		June 30,		March 31,		December 31
dollars in thousands, except per share amounts)	2016		2016		2016		2016		2015
uarterly Operating Results									
nterest Income									
Interest and Fees on Loans and Leases	\$ 86,532	\$	83,489	\$	82,323	\$	80,895	\$	78,122
Income on Investment Securities									
Available-for-Sale	10,244		10,313		10,521		10,814		10,829
Held-to-Maturity	19,213		19,315		20,168		20,391		21,722
Deposits	2		1		2		4		1
Funds Sold	795		695		618		753		315
Other	281		166		153		212		381
otal Interest Income	117,067		113,979		113,785		113,069		111,370
nterest Expense									
Deposits	3,448		3,232		3,081		2,886		2,443
Securities Sold Under Agreements to Repurchase	5,406		5,713		6,134		6,153		6,246
Funds Purchased	3		3		3		3		3
Other Debt	1,117		1,119		1,017		1,003		1,034
otal Interest Expense	9,974		10,067		10,235		10,045		9,726
det Interest Income	107,093		103,912		103,550		103,024		101,644
rovision for Credit Losses	3,250		2,500		1,000		(2,000)		1,000
let Interest Income After Provision for Credit Losses	103,843		101,412		102,550		105,024		100,644
	103,843		101,412		102,330		103,024		100,044
oninterest Income	11 222		11.000		12.707		11.256		11.242
Trust and Asset Management	11,232		11,008		12,707		11,256		11,243
Mortgage Banking	6,256		6,362		4,088		3,189		3,130
Service Charges on Deposit Accounts	8,537		8,524		8,150		8,443		8,663
Fees, Exchange, and Other Service Charges	13,731		14,023		13,978		13,444		13,764
Investment Securities Gains (Losses), Net	(337)		(328)		(312)		11,180		(18)
Annuity and Insurance	1,457		1,653		2,006		1,901		2,014
Bank-Owned Life Insurance	1,551		1,911		1,551		1,548		1,608
Other	4,076		4,961		4,351		5,246		4,525
otal Noninterest Income	46,503		48,114		46,519		56,207		44,766
oninterest Expense									
Salaries and Benefits	50,622		49,725		50,289		50,514		47,997
Net Occupancy	7,581		8,510		7,158		7,003		4,876
Net Equipment	5,191		4,913		5,065		5,409		5,244
Data Processing	3,665		3,620		3,972		3,951		5,106
Professional Fees	2,990		2,396		2,047		2,639		2,803
FDIC Insurance	2,015		2,104		2,144		2,352		2,322
Other	17,525		16,264		15,396		15,518		17,379
otal Noninterest Expense	89,589		87,532		86,071		87,386		85,727
ncome Before Provision for Income Taxes	60,757		61,994		62,998		73,845		59,683
rovision for Income Taxes	17,244		18,501		18,753		23,635		16,851
et Income	\$ 43,513	\$	43,493	\$	44,245	\$	50,210	\$	42,832
asic Earnings Per Share	\$ 1.03	\$	1.02	\$	1.04	\$	1.17	\$	1.00
iluted Earnings Per Share	\$ 1.02	\$	1.02	\$	1.03	\$	1.16	\$	0.99
alance Sheet Totals									
oans and Leases	\$ 8,949,785	\$	8,694,097	\$	8,331,469	\$	8,065,610	\$	7,878,985
otal Assets	16,492,367		16,014,643		15,860,901		15,654,695		15,455,016
otal Deposits	14,320,240		13,808,365		13,643,807		13,488,892		13,251,103
otal Shareholders' Equity	1,161,537		1,163,859		1,157,219		1,138,753		1,116,260
erformance Ratios									

Return on Average Shareholders' Equity	14.90	14.89	15.56	17.88	15.41
Efficiency Ratio <sup>1</sup>	58.33	57.58	57.35	54.88	58.55
Net Interest Margin <sup>2</sup>	2.83	2.80	2.85	2.86	2.85

 $<sup>{\</sup>small 1\ Efficiency\ ratio\ is\ defined\ as\ noninterest\ expense\ divided\ by\ total\ revenue\ (net\ interest\ income\ and\ noninterest\ income)}.$ 

 $<sup>2\ \</sup> Net\ interest\ margin\ is\ defined\ as\ net\ interest\ income, on\ a\ taxable-equivalent\ basis, as\ a\ percentage\ of\ average\ earning\ assets.$ 

Hawaii Economic Trends								Table 15
	Eleven Months Ended			Year Ended				
(\$ in millions; jobs in thousands)	November 30, 2016 Decem		nber 31, 2015		December 31, 2014			
Hawaii Economic Trends								
State General Fund Revenues 1	\$	5,706.4	3.8 %	\$ 5,998.6	8.4 %	s	5,535.7	1.6 %
General Excise and Use Tax Revenue 1	\$	2,960.6	2.6 %	\$ 3,141.5	5.4 %	S	2,979.8	2.5 %
Jobs <sup>2</sup>		676.2		658.8			643.7	
				December 31,		December	31,	
(spot rates)					2016		2015	2014
Unemployment <sup>3</sup>								

	December 31,	December 31,	
(spot rates)	2016	2015	2014
Unemployment <sup>3</sup>			
Statewide, seasonally adjusted	2.9 %	3.2 %	4.0 %
Oahu	2.4	2.7	3.5
Island of Hawaii	3.1	3.7	4.7
Maui	2.7	3.1	3.8
Kauai	2.8	3.5	4.3

	December 31,			
(percentage change, except months of inventory)	2016	2015	2014	2013
Housing Trends (Single Family Oahu) <sup>4</sup>				
Median Home Price	5.0 %	3.7 %	3.8 %	4.8 %
Home Sales Volume (units)	6.5 %	5.2 %	(0.8) %	4.6 %
Months of Inventory	2.5	2.6	2.6	2.7

	Monthly Visitor Arrivals,	Percentage Change	
(in thousands)	Not Seasonally Adjusted	from Previous Year	
Tourism <sup>5</sup>			
November 30, 2016	696.9	4.7	
October 31, 2016	717.5	4.3	
September 30, 2016	666.6	3.0	
August 31, 2016	780.7	3.1	
July 31,2016	835.4	2.1	
June 30, 2016	800.3	4.2	
May 31, 2016	718.9	1.3	
April 30, 2016	700.6	3.4	
March 31, 2016	786.3	0.8	
February 29, 2016	688.8	4.1	
January 31,2016	721.0	6.2	
December 31, 2015	794.2	3.7	
November 30, 2015	665.9	4.4	
October 31, 2015	687.7	4.0	
September 30, 2015	647.2	3.9	
August 31, 2015	757.5	3.1	
July 31, 2015	818.5	5.9	
June 30, 2015	767.9	6.0	
May 31, 2015	709.7	9.3	
April 30, 2015	677.8	2.3	
March 31, 2015	780.1	7.0	
February 28, 2015	661.7	2.3	
January 31, 2015	678.9	(0.6)	
December 31, 2014	766.0	6.3	
November 30, 2014	638.0	2.2	
October 31, 2014	661.0	3.2	
September 30, 2014	623.1	4.2	
August 31,2014	734.7	(1.9)	
July 31,2014	772.8	2.0	
June 30, 2014	724.5	1.1	

May 31, 2014	649.1	1.8
April 30, 2014	662.6	(0.7)
March 31, 2014	728.8	(5.2)
February 28, 2014	646.8	(4.3)
January 31, 2014	682.6	0.1

 $<sup>^{\</sup>rm 1}\,$  Source: Hawaii Department of Business, Economic Development & Tourism

 $Note: Certain\ prior\ period\ seasonally\ adjusted\ information\ has\ been\ revised.$ 

<sup>&</sup>lt;sup>2</sup> Source: U. S. Bureau of Labor

 $<sup>^{3}\</sup> Source: Hawaii\ Department\ of\ Labor\ and\ Industrial\ Relations, County\ jobs\ data\ not\ seasonally\ adjusted.$ 

<sup>&</sup>lt;sup>4</sup> Source: Honolulu Board of REALTORS

<sup>&</sup>lt;sup>5</sup> Source: Hawaii Tourism Authority