

Dean John C
Form 4
January 03, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dean John C

2. Issuer Name and Ticker or Trading Symbol
CENTRAL PACIFIC FINANCIAL CORP [CPF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
220 S. KING ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2013

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

HONOLULU, HI 96813

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/01/2013		M ⁽¹⁾	10,807 A \$ 0	20,437	D	
Common Stock	01/01/2013		M ⁽²⁾	3,591 A \$ 0	24,028	D	
Common Stock					100,000	I	MSSB C/F John C. Dean Roth Converted IRA 112-156064-086
Common Stock					3,188	I	SCV Management Co, LLC

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Common Stock	4,627	I	Startup Capital Ventures, LP
Common Stock	10,000	I	The Dean Rev Trust, John C Dean and Alice S Dean TTEEs
Common Stock	0	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit <u>(3)</u>	\$ 0	01/01/2013		M ⁽¹⁾				10,807	05/02/2011	01/01/2013	Common Stock	10,807
Restricted Stock Unit	\$ 0	01/01/2013		M ⁽²⁾				3,591	01/01/2012	01/01/2013	Common Stock	3,591

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dean John C 220 S. KING ST HONOLULU, HI 96813	X		President & CEO	

Signatures

/s/ Patricia Foley, attorney-in-fact for Mr. John C. Dean
01/03/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Salary shares for each payroll period in 2011 granted and vested, but received on 1/1/2013
- (2) Salary shares for each payroll period in 2012 through 3/30/2012 granted and vested, but received on 1/1/2013
- (3) 2011 Executive Committee Equity Grants - Salary Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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