

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 2
to

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BANK OF HAWAII CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

99-0148992
(I.R.S. Employer Identification No.)

130 Merchant Street
Honolulu, Hawaii
(Address of Principal
Executive Offices)

96813
(Zip Code)

BANK OF HAWAII CORPORATION
2005 AMENDED AND RESTATED DIRECTOR STOCK COMPENSATION PLAN
(Full title of the plan)

Mark A. Rossi
Vice Chairman and Chief Administrative Officer
Bank of Hawaii Corporation
130 Merchant Street
Honolulu, Hawaii 96813
(Name and address of agent for service)

(808) 694-8366
(Telephone number, including area code)

Copy to:

Brian DeFoe, Esq.
Lane Powell PC
1420 Fifth Avenue, Suite 4200
Seattle, WA 98101-2338

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Deregistration of Securities

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 filed by Bank of Hawaii Corporation (the “Company”) on April 24, 2015 (File No. 333-02835) (the “Registration Statement”) is being filed for the purpose of deregistering the remaining shares of the Company’s Common Stock and the associated plan interests that were originally registered for issuance under the Bank of Hawaii Corporation 2005 Amended and Restated Director Stock Compensation Plan (the “Prior Plan”).

On April 24, 2015, the stockholders of the Company approved the Bank of Hawaii Corporation 2015 Director Stock Compensation Plan (the “New Plan”) and on April 24, 2015, the Prior Plan was terminated. Accordingly, the Company hereby deregisters 96,930 shares of the Company’s Common Stock (the “Carried-Over Shares”), which represents the shares that remained unissued and available under the Prior Plan and the Registration Statement immediately prior to April 24, 2015, the effective date of the New Plan. The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to the New Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibit listed on the Exhibit Index of this Registration Statement on page 5 is filed herewith or is incorporated herein by reference to other filings.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned in the City and County of Honolulu, State of Hawaii, on April 24, 2015.

BANK OF HAWAII CORPORATION

By: /s/ Mark A. Rossi

Mark A. Rossi, Vice Chairman and
Chief Administrative Officer
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on April 24, 2015.

/s/ Peter S. Ho

Peter S. Ho,
Chairman of the Board,
Chief Executive Officer and President

/s/ Kent T. Lucien

Kent T. Lucien, Director
Vice Chairman and Chief Financial Officer

/s/ Dean Y. Shigemura

Dean Y. Shigemura,
Senior Executive Vice President,
Controller and Principal Accounting Officer

*

S. Haunani Apoliona, Director

*

Mary G. F. Bitterman, Director

*

Mark A. Burak, Director

*

Michael J. Chun, Director

*

Clinton R. Churchill, Director

*

Robert Huret, Director

*

Victor K. Nichols, Director

*

Martin A. Stein, Director

*

Donald M. Takaki, Director

*

Barbara J. Tanabe, Director

*

Raymond P. Vara, Jr., Director

*

Robert W. Wo, Director

* The undersigned, by signing his name hereto, signs and executes this Registration Statement pursuant to the Power of Attorney executed by the above named Directors and Officers and filed with the Securities and Exchange Commission.

By: /s/ Mark A. Rossi

Mark A. Rossi, *Attorney-in-Fact*

Exhibit Index.

24.1 Power of Attorney.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers of Bank of Hawaii Corporation, a Delaware corporation (the "Company") does hereby constitute and appoint MARK A. ROSSI and PATRICIA J. MOY, or either of them, his or her true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments which said attorneys and agents, or either of them, may deem necessary or advisable or which may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of (i) a Registration Statement on Form S-8 (the "Registration Statement") relating to the issuance of up to Ninety-six Thousand Nine Hundred Thirty (96,930) shares of Common Stock pursuant to the Bank of Hawaii Corporation 2015 Director Stock Compensation Plan, including specifically but without limiting the generality of the foregoing, the power and authority to sign in the name of and on behalf of the undersigned, in his or her capacity as a director and/or officer of the Company, any such Registration Statement and any and all amendments, including any post-effective amendments, and supplements to the Registration Statement, whether on Form S-8 or otherwise; (ii) any post-effective amendment to the Company's Registration Statement on Form S-8 (File No. 333-02835) for the purpose of deregistering shares previously available for issuance under the Bank of Hawaii Corporation 2005 Amended and Restated Director Stock Compensation Plan; and (iii), and any other instruments or documents filed as a part of or in connection therewith, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them, may do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed to these presents this 20th day of March 2015.

/s/ S. Haunani Apoliona
S. Haunani Apoliona, Director

/s/ Mark A. Burak
Mark A. Burak, Director

/s/ Clinton R. Churchill
Clinton R. Churchill, Director

/s/ Victor K. Nichols
Victor K. Nichols, Director

/s/ Donald M. Takaki
Donald M. Takaki, Director

/s/ Raymond P. Vara, Jr.
Raymond P. Vara, Jr., Director

/s/ Mary G. F. Bitterman
Mary G. F. Bitterman, Director

/s/ Michael J. Chun
Michael J. Chun, Director

Robert Huret, Director

Martin A. Stein, Director

/s/ Barbara J. Tanabe
Barbara J. Tanabe, Director

/s/ Robert W. Wo
Robert W. Wo, Director