| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See |
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| Instruction 1(b). |
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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

| OWR APPRC | VAL | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|
| OMB Number: 3235-028 | | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

| 1. Nume and Address of Reporting reison | | rson* | 2. Issuer Name and Ticker or Trading Symbol <u>FIRST HAWAIIAN, INC.</u> [FHB] | | tionship of Reporting Pe all applicable) Director | 10% Owner | |
|-------------------------------------------------------------------------------------|---------------|----------------|-----------------------------------------------------------------------------------------|------------------------|------------------------------------------------------------------------------------------|------------------------------------------|--|
| (Last) (First) (Middle) C/O FIRST HAWAIIAN, INC. 999 BISHOP STREET, 8TH FLOOR | | `` , | 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2019 | x | Officer (give title below) Vice Ch & Head o | Other (specify below) f Retail Bkg | |
| (Street) HONOLULU (City) | HI (State) | 96813 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person | porting Person | |

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) | Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------|---|----------|----------------------------|-------------------|---------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | v | Amount | mount (A) or Price Transac | | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/27/2019 | | A | | 4,363(1) | Α | \$ <mark>0</mark> | 17,589 | D | |
| Common Stock | 02/27/2019 | | F | | 1,402(2) | D | \$26.78 | 16,187 | 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. Transa Code (8) | | of Exp | | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents shares of common stock of First Hawaiian, Inc. ("Common Stock") underlying performance share units granted in 2016 and earned based on the satisfaction of performance-based vesting requirements over a three-year performance period ending on December 31, 2018 and continued employment through the vesting date. The performance share units vested on February 27, 2019 and will be settled in shares of Common Stock in March 2019.

2. Represents shares of Common Stock withheld to satisfy withholding obligations in connection with the delivery of the Common Stock underlying the performance share units described in footnote 1 above.

<u>/s/ Lisa Kamibayashi as</u> <u>Attorney-in-Fact for Mitchell</u> 03/01/2019 Nishimoto

** 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.

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