

SECURITIES AND EXCHANGE COMMISSION,
WASHINGTON, D.C. 20549

AMENDMENT NO. 5

TO
SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT
UNDER SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934

BANCWEST CORPORATION
(Name of the Issuer)

BANCWEST CORPORATION
BNP PARIBAS
CHAUCHAT L.L.C.
(Name of Persons Filing Statement)

COMMON STOCK, PAR VALUE \$1 PER SHARE
(Title of Class of Securities)

059790105
(CUSIP Number of Class of Securities)

HOWARD H. KARR
C/O BANCWEST CORPORATION
999 BISHOP STREET
HONOLULU, HAWAII 96813
TELEPHONE (808) 525-7000

PIERRE MARIANI
C/O BNP PARIBAS
16, BOULEVARD DES ITALIENS
75009 PARIS, FRANCE
TELEPHONE (011) (33) (1) 4014-7286

(Name, Address and Telephone Number of Persons Authorized to Receive
Notice and Communications on Behalf of Persons Filing Statement)

With Copies to:

LEE MEYERSON, ESQ.
MARNI J. LERNER, ESQ.
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
TELEPHONE (212) 455-2000

DANIEL S. STERNBERG, ESQ.
PAUL E. GLOTZER, ESQ.
CLEARY, GOTTlieb, STEEN &
HAMILTON
ONE LIBERTY PLAZA
NEW YORK, NEW YORK 10006
TELEPHONE (212) 225-2000

This statement is filed in connection with (check the appropriate box):

- a. /X/ The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. / / The filing of a registration statement under the Securities Act of 1933.
- c. / / A tender offer.
- d. / / None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: / /

Check the following box if the filing is a final amendment reporting the results of the transaction: /X/

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$2,491,024,922	\$498,205

* The transaction valuation was based upon the sum of (i) the product of 68,696,529 shares of Common Stock, par value \$1 per share, of BancWest Corporation, a Delaware corporation, at a price of \$35 per share in cash and (ii) a cash-out of 5,145,318 shares of Common Stock covered by outstanding options at a cost of \$86,646,407.

**The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, equals 1/50th of 1% of the transaction valuation.

/x/ Check the box if any part of the fee is offset as provided by Rule 0-11(a) (2) of the Securities Exchange Act of 1934 and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$498,205	Filing Party:	BancWest Corporation
Form or Registration No.:	Schedule 14A	Date Filed:	June 5, 2001

INTRODUCTION

This Amendment No. 5 to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (the "Schedule 13E-3") is being filed by BancWest Corporation, a Delaware corporation ("BancWest"), the issuer of the equity securities which are the subject of the Rule 13e-3 transaction and BNP Paribas, a societe anonyme or limited liability banking corporation organized under the laws of the Republic of France ("BNP Paribas"), in connection with the merger of Chauchat L.L.C., a Delaware limited liability company ("Chauchat") and a wholly owned subsidiary of BNP Paribas with and into BancWest (the "Merger"), with BancWest as the surviving corporation. As a result of the Merger, (i) BancWest has become a wholly owned subsidiary of BNP Paribas, (ii) each issued and outstanding share of BancWest common stock (other than shares owned by BancWest or any wholly owned subsidiary of BancWest and shares held by any holder who properly demands appraisal rights under Delaware law) has been converted into the right to receive \$35 in cash (iii) each share of BancWest Class A common stock remains issued and outstanding as Class A common stock of the surviving corporation and (iv) Chauchat has ceased to exist.

The purpose of this final amendment to the Schedule 13E-3 is to report that on December 20, 2001 the transactions contemplated by the Agreement and Plan of Merger, dated as of May 8, 2001, as Amended and Restated as of July 19, 2001 (the "Merger Agreement"), among BancWest, BNP Paribas and Chauchat, were consummated.

The terms and conditions of the Merger Agreement are described in the Definitive Proxy Statement of BancWest, dated August 17, 2001 (the "Proxy Statement"), which was filed with the Securities and Exchange Commission on August 20, 2001. A copy of the Merger Agreement is attached as Annex A to the Proxy Statement.

EXHIBITS

- * (a) Amendment No. 3 to the Proxy Statement filed with the Securities and Exchange Commission on August 15, 2001 is incorporated by reference herein.
- (b) None.
- * (c) (1) Opinion of Goldman, Sachs & Co. attached as Annex B to the Proxy Statement.
- * (c) (2) Materials presented by Goldman, Sachs & Co. to the BancWest Special Committee on May 6, 2001.
- * (c) (3) Materials presented by Merrill Lynch & Co. to the Board of Directors of BNP Paribas on May 4, 2001.
- * (c) (4) Materials presented by Goldman Sachs & Co. to the BancWest Special Committee on April 18, 2001.
- * (c) (5) Draft Discussion Materials prepared by Merrill Lynch & Co. in January, 2001.
- * (d) (1) Agreement and Plan of Merger, dated as of May 8, 2001, as Amended and Restated as of July 19, 2001, by and among BancWest Corporation, BNP Paribas and Chauchat L.L.C. attached as Annex A to the Proxy Statement.
- * (d) (2) Waiver Letter to Standstill Agreement, dated May 7, 2001, between BancWest Corporation and BNP Paribas.
- * (d) (3) Waiver Letter to Standstill Agreement, dated May 4, 2001, between BancWest Corporation and BNP Paribas.
- * (d) (4) Standstill and Governance Agreement, dated as of November 1, 1998, between First Hawaiian, Inc. (predecessor to BancWest Corporation) and Banque Nationale de Paris (predecessor to BNP

Paribas) (incorporated by reference to the information filed on Form 8-K, File No. 001-14585, filed by BancWest Corporation).

- * (d) (5) Registration Rights Agreement, dated as of November 1, 1998, between First Hawaiian, Inc. (predecessor to BancWest Corporation) and Banque Nationale de Paris (predecessor to BNP Paribas) (incorporated by reference to the information filed on Form 8-K, File No. 001-14585, filed by BancWest Corporation).
- * (d) (6) Press Release of BancWest Corporation, dated September 20, 2001, relating to the approval by the stockholders of BancWest Corporation of the adoption of the Agreement and Plan of Merger, dated as of May 8, 2001, as Amended and Restated as of July 19, 2001, by and among BancWest Corporation, BNP Paribas and Chauchat L.L.C.
- (d) (7) Press Release of BancWest Corporation and BNP Paribas, dated December 20, 2001, relating to the consummation by BNP Paribas of the acquisition of BancWest Corporation.
- * (f) Section 262 of the General Corporation Law of the State of Delaware attached as Annex C to the Proxy Statement.
- (g) None.

- -----
* Previously filed

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2001

BANCWEST CORPORATION

By: /s/ Howard H. Karr

Name: Howard H. Karr
Title: Executive Vice President and
Chief Financial Officer

BNP PARIBAS

By: /s/ Pierre Mariani

Name: Pierre Mariani
Title: Head of International Retail
Banking

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
*(a)	Amendment No. 3 to the Proxy Statement filed with the Securities and Exchange Commission on August 15, 2001 is incorporated by reference herein.
(b)	None.
*(c) (1)	Opinion of Goldman, Sachs & Co. attached as Annex B to the Proxy Statement.
*(c) (2)	Materials presented by Goldman, Sachs & Co. to the BancWest Special Committee on May 6, 2001.
*(c) (3)	Materials presented by Merrill Lynch & Co. to the Board of Directors of BNP Paribas on May 4, 2001.
*(c) (4)	Materials presented by Goldman, Sachs & Co. to the BancWest Special Committee on April 18, 2001.
*(c) (5)	Draft Discussion Materials prepared by Merrill Lynch & Co. in January, 2001.
*(d) (1)	Agreement and Plan of Merger, dated as of May 8, 2001, as Amended and Restated as of July 19, 2001, by and among BancWest Corporation, BNP Paribas and Chauchat L.L.C. attached as Annex A to the Proxy Statement.
*(d) (2)	Waiver Letter to Standstill Agreement, dated May 7, 2001, between BancWest Corporation and BNP Paribas.
*(d) (3)	Waiver Letter to Standstill Agreement, dated May 4, 2001, between BancWest Corporation and BNP Paribas.
*(d) (4)	Standstill and Governance Agreement, dated as of November 1, 1998, between First Hawaiian, Inc. (predecessor to BancWest Corporation) and Banque Nationale de Paris (predecessor to BNP Paribas) (incorporated by reference to the information filed on Form 8-K, File No. 001-14585, filed by BancWest Corporation).
*(d) (5)	Registration Rights Agreement, dated as of November 1, 1998, between First Hawaiian, Inc. (predecessor to BancWest Corporation) and Banque Nationale de Paris (predecessor to BNP Paribas) (incorporated by reference to the information filed on Form 8-K, File No. 001-14585, filed by BancWest Corporation).
*(d) (6)	Press Release of BancWest Corporation, dated September 20, 2001, relating to the approval by the stockholders of BancWest Corporation of the adoption of the Agreement and Plan of Merger, dated as of May 8, 2001, as Amended and Restated as of July 19, 2001, by and among BancWest Corporation, BNP Paribas and Chauchat L.L.C.
(d) (7)	Press Release of BancWest Corporation and BNP Paribas, dated December 20, 2001, relating to the consummation by BNP Paribas of the acquisition of BancWest Corporation.
*(f)	Section 262 of the General Corporation Law of the State of Delaware attached as Annex C to the Proxy Statement.
(g)	None.

- - - - -
* Previously filed

[BANCWEST CORPORATION LETTERHEAD]

FOR IMMEDIATE RELEASE

CONTACTS:
BNP Paribas:
Michele Sicard 33 1 40 14 70 61
Agathe Heinrich 33 1 42 98 15 91
Henri de Clisson 33 1 40 14 65 14
BancWest Corporation:
Gerry Keir (808) 525-7086
cell (808)282-2768

BNP PARIBAS COMPLETES ACQUISITION OF BANCWEST

BancWest Corporation Becomes Wholly-Owned Subsidiary of BNP Paribas;

First Hawaiian Bank, Bank of the West Remain Separate Banks

(Paris, France and Honolulu, Hawaii, December 20, 2001) -- BNP Paribas and BancWest Corporation announced today that they have closed the transaction in which BNP Paribas acquired the 55% of BancWest stock it did not already own. The transaction was structured as a merger of BancWest with a subsidiary of BNP Paribas.

BancWest is now a wholly owned subsidiary of BNP Paribas. BancWest stock, which had been listed on the New York Stock Exchange (Symbol: BWE), will no longer be publicly traded.

Completion of the transaction means that all outstanding BancWest shares (except those owned by BNP Paribas) have been converted into the right to receive a \$35-per-share cash payment. BancWest will also pay a pro rata dividend of \$0.0396 per share, with a record date of December 19 and payment date of December 28.

BancWest remains headquartered in Honolulu, under existing management. Its major subsidiaries -- Bank of the West (San Francisco) and First Hawaiian Bank (Honolulu) -- will continue to operate as separate institutions using their present names.

Michel Pebereau, Chairman and CEO of BNP Paribas, said: "We are delighted to have achieved this merger agreement. Through our relationship with BancWest, we have a great deal of confidence in its people. Not only is this transaction immediately accretive, allowing the Group and its shareholders to fully benefit from BancWest's expanding earnings, but the BancWest platform, with 1.1 million customers in markets offering high long-term growth potential, will allow us to leverage our broad financial services expertise."

"This change rewards our stockholders for their support of BancWest and positions our company, under its new ownership, for dramatic growth in the Western United States," said Walter A. Dods, Jr., Chairman and Chief Executive Officer of BancWest.

"For our customers in Hawaii and the West, however, it's business as usual at our branches. Both First Hawaiian and Bank of the West will remain community banks, with an emphasis on decentralized, personal service."

BancWest stockholders who have stock certificates in their possession will receive instructions by mail from Mellon Investor Services LLC, the paying agent, concerning how and where to forward their certificates for payment. BancWest stockholders should exchange their stock certificates for the merger consideration promptly following receipt of these materials. It is not possible to defer recognition of income for tax purposes by delaying the exchange of stock certificates. Brokers will handle conversion for those holding BancWest stock in a brokerage account.

The merger does not affect preferred securities or capital securities issued by BancWest Capital I or First Hawaiian Capital I.

On December 10, BNP Paribas and BancWest Corporation announced plans to further expand operations in the west with BNP Paribas' acquisition of United California Bank from its parent company, UFJ Holdings of Japan. Next year, United California Bank branches will become part of Bank of the West, a BancWest subsidiary, more than doubling Bank of the West's California presence.

The United California Bank acquisition will solidify BancWest's position as one of the premier western financial services franchises. Following the acquisition, BancWest will have \$31 billion in assets and serve 1.5 million customers from more than 350 branches in California, Hawaii, five other Western states, Guam and Saipan. Bank of the West will have \$15 billion in deposits within California, ranking fourth in bank deposit market share in the nation's most populous state.

This \$2.4-billion cash transaction is expected to close by the end of the first quarter of 2002, subject to regulatory and other approvals. United California Bank will then be merged into Bank of the West by the end of the third quarter of 2002, and the consolidated company will operate under the Bank of the West name.

ABOUT BNP PARIBAS

BNP Paribas (www.bnpparibas.com) is a world leader in banking and financial services, offering retail banking and financial services (consumer credit, leasing, e-brokerage, insurance, car fleet management, etc.) to millions of individual customers and corporations mainly in France (2000 branches), Europe, the United States, Mediterranean basin and Africa. Headquartered in Paris, France, it has one of the most extensive international networks in the world with offices in 87 countries. Active in all major financial centers, and providing services to large corporations and institutions, BNP Paribas enjoys key positions in Corporate and Investment Banking, Private Banking, Asset Management and Securities Services. With total assets of \$646 billion (EUR 694 billion), shareholders equity of \$19.3 billion (EUR 20.6 billion), and Year 2000 net income of \$3.86 billion (EUR 4.12 billion), BNP Paribas was the Number 1 listed bank in France and Number 2 listed bank in the Euro zone at the close of 2000.

ABOUT BANCWEST

BancWest Corporation (www.bancwestcorp.com) is a bank holding company with assets of \$20 billion. It is headquartered in Honolulu, Hawaii, with an administrative headquarters in San Francisco, California. Its principal subsidiaries are Bank of the West

(193 branches in Northern and Central California, Oregon, New Mexico, Nevada, Washington state and Idaho) and First Hawaiian Bank (56 branches in Hawaii, two in Guam and two in Saipan).

#

FORWARD-LOOKING STATEMENTS: This release contains forward-looking statements, including statements concerning management's expectations regarding anticipated timing of the United California Bank transaction. Such statements reflect management's best judgment as of this date, but they involve risks and uncertainties that could cause actual results to differ materially from those discussed in the statements. Factors that could contribute to such differences include, without limitation, (1) the possibility that regulatory approvals of the United California Bank transaction may be delayed or denied or that burdensome conditions may be imposed in connection with such approvals; (2) the possibility of customer or employee attrition following the United California Bank transaction; (3) failure to fully realize expected synergies from the transaction; (4) lower than expected revenues following the transaction; (5) problems or delays in bringing together United California Bank with BancWest/Bank of the West; (6) the possibility of adverse changes in global, national or local economic or monetary conditions, (7) competition and change in the financial services business, and (8) other factors described in BancWest Corporation's recent filings with the Securities and Exchange Commission. Those factors or others could result, for example, in delay or termination of the United California Bank transaction discussed above. Readers should carefully consider those risks and uncertainties in reading this release. Except as otherwise required by law, BNP Paribas and BancWest disclaim any obligation to update any forward-looking statements included herein to reflect future events or developments.