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HAWAIIAN ELECTRIC INDUSTRIES INC

Form 4

February 11, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CLARKE ROBERT F | | | 2. Issuer Name and Ticker or Trading Symbol HAWAIIAN ELECTRIC INDUSTRIES INC [HE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|-------------------|--|--|--|--|--|
| (Last) C/O HAWAIL INDUSTRIES | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005 | X Director 10% Owner Officer (give title Other (specify below) Chairman, President & CEO | | |
| HONOLULU, | (Street) HI 96808 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---------------------------------------|------------------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | ed of (D) | 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) |
| Common Stock | 02/09/2005 | | <u>J(1)</u> | 5,923 | A | \$ 28.36 | 64,743 | D | |
| Common Stock | | | | | | | 3,674 <u>(2)</u> | I | By spouse |
| Common Stock | | | | | | | 290.8037 (3) | I | By spouse |
| Common Stock | | | | | | | 10,842.19 (4) | I | By 401(k) |

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

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SEC 1474 (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. Transactic Code (Instr. 8) | 5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. Pri Deriv Secur (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|--|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Options & DERs (right to buy) | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | <u>(5)</u> | |
| Stock Appreciation Rights (SAR) | <u>(5)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | <u>(5)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CLARKE ROBERT F C/O HAWAIIAN ELECTRIC INDUSTRIES, INC. P.O. BOX 730 HONOLULU, HI 96808 | X | | Chairman, President & CEO | | | | |

Signatures

/s/ Robert F. 02/10/2005 Clarke **Signature of Date Reporting Person

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) Shares awarded under the Company's Long-Term Incentive Plan for the 2002-2004 performance period.

Reporting Owners 2

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- (2) Previously reported shares.
- (3) Aggregate shares; earned dividends are automatically reinvested in the Hawaiian Electric Industries Dividend Reinvestment and Stock Purchase Plan (DRIP).
- Shares held pursuant to the Hawaiian Electric Industries Retirement Savings Plan 401(k) (HEIRS). Effective 4/1/96 the participant's investment in HEI Common Stock was converted to units in the HEI Common Stock Fund portion of HEIRS. A small portion of the Fund is held in cash and the overall value of the Fund is based on the combined value of the HEI Common Stock and the cash portfolio. For SEC reporting purposes only the actual stock option portion of the Fund is being reported.
- (5) Previously reported.
- (6) Aggregate option shares and dividend equivalent rights (DERs); option grants previously reported.
- (7) SAR balance on last record date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.