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CB BANCSHARES INC/HI  
Form 8-A12G/A  
July 24, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A/A  
AMENDMENT NO. 5

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
CB BANCSHARES, INC.

(Exact Name of Registrant as Specified in its Charter)

Hawaii

99-0197163

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

201 Merchant Street  
Honolulu, Hawaii

96813

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [x]

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

N/A

N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock Purchase Rights

(Title of class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

This Form 8-A/A amends and supplements the Form 8-A filed by CB Bancshares, Inc. (the "Company") on April 24, 1989, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No. 4 filed by the Company on July 11, 1989, August 28, 1990, March 25, 1998, and May 30, 2003, respectively (the "Form 8-A").

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

Item 1 of the Form 8-A is amended and supplemented by adding the following:

On July 23, 2003, the Company and City Bank, as Rights Agent, pursuant to resolutions adopted by the Company's Board of Directors, amended ("Amendment No. 6") the Company's rights agreement, dated as of March 16, 1989, as amended (the "1989 Rights Agreement"), so that the rights associated with the 1989 Rights Agreement will be exercisable only if a person or group acquires beneficial ownership of 20% or more of the Company's common stock prior to the close of business on August 4, 2003, or commences a tender or exchange offer on or prior to July 23, 2003, which, if completed, would result in such person or group beneficially owning 30% or more of the Company's common stock.

The foregoing description of Amendment No. 6 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 6.

ITEM 2. EXHIBITS

- 4.7 Amendment No. 6 to Rights Agreement, dated as of July 23, 2003, incorporated herein by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed July 24, 2003

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CB BANCSHARES, INC.

By: /s/ Dean K. Hirata

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Name: Dean K. Hirata  
Title: Senior Vice President and  
Chief Financial Officer  
(principal financial officer)

Date: July 24, 2003