FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1	OMB APPROVAL	
	OMB Number:	3235-0287
-	Estimated average burden	

0.5

	Estimated average burden
urities Exchange Act of 1934	hours per response:

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

Filed pursuant to Section 16(a) of the Section or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person Matson, Inc. MATX **BAIRD W BLAKE** Director 10% Owner Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 04/25/2019 101 MONTGOMERY STREET **SUITE 200** 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) Form filed by One Reporting Person SAN 94104 CA Form filed by More than One Reporting FRANCISCO (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Transaction Form: Direct of Indirect **Execution Date** (Month/Day/Year) Beneficially if anv Code (Instr. (D) or Indirect **Beneficial** (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) ٧ Price Code Amount (Instr. 3 and 4) 04/25/2019 Common Stock 2,627(1) \$0.0000 19,642 A D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 6. Date Exercisable and 7. Title and 9. Number of 11. Nature 3A. Deemed 5. Number 8. Price of 10. Derivative Conversion Date **Execution Date** Transaction **Expiration Date** Amount of Derivative derivative Ownership of Indirect Security or Exercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Securities Security Securities Beneficial Form: (Month/Day/Year) Direct (D) (Instr. 3) Price of 8) Securities Underlying (Instr. 5) Beneficially Ownership Derivative or Indirect (I) (Instr. 4) Acquired Owned (Instr. 4) Security (Instr. 3 Security (A) or **Following** Disposed and 4) Reported Transaction(s) of (D) (Instr. 3, 4 (Instr. 4) and 5) Amount

### **Explanation of Responses:**

1. Restricted stock units issued under the Issuer's 2016 Incentive Compensation Plan that have 100% cliff vesting on the earlier of the grant date anniversary or the next annual shareholders meeting of the Issuer following the date of the grant of such restricted stock units.

Exercisable

(A) (D)

### Remarks:

poabaird2018.txt

/s/ Rachel C. Lee, Attorney-in-

Number

Shares

04/25/2019

Fact

Title

Expiration

Date

\*\* 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).

Code

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.

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Peter T. Heilmann, Rachel C. Lee and Victoria H. Paal, and each of them, his or her true and lawful attorney in fact to:

- (1) prepare, execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Matson, Inc. (the "Company"), and file any and all Form ID, Form 3, Form 4, Form 5 and other reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) prepare and file electronically (and prepare and execute any required file copies of such electronic filings), for and on behalf of the undersigned, in the undersigned's capacity as a director of the Company or any of its subsidiaries, any and all Form ID, Form 3, Form 4, Form 5 and other reports required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, Form 3, Form 4, Form 5 or other required report and timely file such report with the United States Securities and Exchange Commission and, if applicable, any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution, resubstitution, or revocation, hereby ratifying and confirming all that such attorney in fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney in fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form ID, Form 3, Form 4, Form 5 or other reports with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of May 2018.

/s/ W. BLAKE BAIRD Signature

W. Blake Baird Print Name