(City)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OWD 74 1 1          | I CO V/ L |
|---------------------|-----------|
| OMB Number:         | 3235-028  |
| Estimated average b | urden     |

Person

OMB ADDDOVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

(State)

(Zip)

|  | continue. See   | File            | d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 |        | X Form filed by One Reporting Person | 0.5    |             |     |
|--|---|-----------------|---|--------|--------------------------------------|--------|-------------|-----|
| 1. Name and Addr<br><u>Hoppes Dav</u>  | ess of Reporting Perso $\operatorname{id} \operatorname{L}$ | on <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Matson, Inc. [ MATX ]  | (Check | k all applicabl<br>Director          | le)    | 10% Owner   | fv. |
| obligations may instruction 1(b).  1. Name and Addrese Hoppes Davide (Last)  1411 SAND ISI | (First) (Middle)  ND ISLAND PARKWAY                         |                 | 3. Date of Earliest Transaction (Month/Day/Year) 01/23/2015   | X      | below)                               | below) |             | ıy  |
| (Street)   | НІ  | 96819           | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | Line)  | Form filed                           |        | ting Person |     |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |                              |   |   |   |         |   |   |   |  |  |
|--|--|---|------------------------------|---|---|---|---------|---|---|---|--|--|
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |   |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|  |  |   | Code                         | v | Amount (A) or (D)   |   | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (111501.4)  |  |  |
| Common Stock   | 01/23/2015                                 |   | F <sup>(1)</sup>             |   | 596   | D | \$36.32 | 18,225  | D   |   |  |  |
| Common Stock   | 01/23/2015                                 |   | F <sup>(1)</sup>             |   | 813   | D | \$36.32 | 17,412  | D   |   |  |  |
| Common Stock   | 01/25/2015                                 |   | F <sup>(1)</sup>             |   | 356   | D | \$36.32 | 13,535  | D   |   |  |  |
| Common Stock   | 01/25/2015                                 |   | F <sup>(1)</sup>             |   | 574   | D | \$36.32 | 12,961 <sup>(2)</sup>   | D   |   |  |  |
| Common Stock   |  |   |                              |   |   |   |         | 24,211 <sup>(3)</sup>   | I   | By<br>Family<br>Trust   |  |  |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|          | (e.g., puts, cans, warrants, options, convertible securities) |   |  |   |                              |   |  |   |                     |   |       |   |  |  |  |  |
|----------|---|---|--|---|------------------------------|---|--|---|---------------------|---|-------|---|--|--|--|--|
| De<br>Se | Title of<br>rivative<br>curity<br>str. 3)                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr | of Expiration Date (Month/Day/Year) Securities Acquired (A) or Securities (A) or Securities (A) |                     | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|          |   |   |  |   | Code                         | v | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

## **Explanation of Responses:**

- 1. Represents common stock withheld by the issuer to cover tax withholding obligations arising from the vesting of a previous grant of restricted stock units.
- 2. This total includes shares acquired under a Dividend Reinvestment Program exempt pursuant to Rule 16a-11 and a Qualified Plan exempt pursuant to Rule16a-3(f)(1)(i)(B).
- 3. Includes 3,521 shares previously held directly which were transferred to the Family Trust and are now owned indirectly.

/s/ David L. Hoppes 01/27/2015 \*\* Signature of Reporting Person

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.