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HAWAIIAN ELECTRIC INDUSTRIES INC

Form 8-K

August 16, 2002

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: August 16, 2002

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Exact Name of Registrant as Specified in Its Charter -----	Commission File Number -----	I.R.S. Employer Identification No. -----
Hawaiian Electric Industries, Inc.	1-8503	99-0208097

State of Hawaii

-----  
(State or other jurisdiction of incorporation)

900 Richards Street, Honolulu, Hawaii 96813

-----  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (808) 543-5662

None

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(Former name or former address, if changed since last report.)

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Item 5. Other Events

Two final agreements are filed as exhibits with this Form 8-K in connection with the Registration Statement on Form S-3 (File No. 333-87782) filed by Hawaiian Electric Industries, Inc. (HEI) with the Securities and Exchange Commission covering HEI's Medium-Term Notes, Series D, which are issuable under an Indenture, dated as of October 15, 1988, as supplemented by a Third Supplemental Indenture dated as of August 1, 2002, between HEI and Citibank, N.A., as Trustee.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

Exhibit 1

Distribution Agreement dated August 16, 2002 between Hawaiian Electric Industries, Inc. (HEI) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co., Robert W. Baird & Co. Incorporated, Janney Montgomery Scott LLC and U.S. Bancorp Piper Jaffray Inc., as Agents.

Exhibit 4

Third Supplemental Indenture dated as of August 1, 2002 between HEI and Citibank, N.A., as Trustee, to Indenture dated as of October 15, 1988 between HEI and Citibank, N.A., as Trustee

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HAWAIIAN ELECTRIC INDUSTRIES, INC.  
(Registrant)

/s/ ROBERT F. MOUGEOT

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Robert F. Mougeot  
Financial Vice President, Treasurer  
and Chief Financial Officer  
(Principal Financial Officer of HEI)

Date: August 16, 2002