

Territorial Bancorp Inc.
 Form 4
 December 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kitagawa Allan S

(Last) (First) (Middle)
 1132 BISHOP STREET, SUITE 2200
 (Street)

HONOLULU, HI 96813

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Territorial Bancorp Inc. [TBNK]

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
Common Stock	12/07/2016		S	1,038 (1) D	\$ 32.14	111,289	D
Common Stock	12/07/2016		S	331 (1) D	\$ 32.15	110,958	D
Common Stock	12/07/2016		S	100 (1) D	\$ 32.155	110,858	D
Common Stock	12/07/2016		S	200 (1) D	\$ 32.16	110,658	D
Common Stock	12/07/2016		S	100 (1) D	\$ 32.165	110,558	D

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Common Stock	12/07/2016	S	1,084 <u>(1)</u>	D	\$ 32.17	109,474	D	
Common Stock	12/07/2016	S	300 <u>(1)</u>	D	\$ 32.18	109,174	D	
Common Stock	12/07/2016	S	15 <u>(1)</u>	D	\$ 32.19	109,159	D	
Common Stock	12/07/2016	S	219 <u>(1)</u>	D	\$ 32.2	108,940	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.205	108,840	D	
Common Stock	12/07/2016	S	578 <u>(1)</u>	D	\$ 32.21	108,262	D	
Common Stock	12/07/2016	S	285 <u>(1)</u>	D	\$ 32.22	107,977	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.225	107,877	D	
Common Stock	12/07/2016	S	400 <u>(1)</u>	D	\$ 32.24	107,477	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.245	107,377	D	
Common Stock	12/07/2016	S	85 <u>(1)</u>	D	\$ 32.25	107,292	D	
Common Stock	12/07/2016	S	200 <u>(1)</u>	D	\$ 32.255	107,092	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.26	106,992	D	
Common Stock	12/07/2016	S	200 <u>(1)</u>	D	\$ 32.28	106,792	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.29	106,692	D	
Common Stock	12/07/2016	S	172 <u>(1)</u>	D	\$ 32.3	106,520	D	
Common Stock						35,000	I	By Spouse
Common Stock						26,788	I	By 401(k)
Common Stock						8,048	I	By ESOP

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

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SEC 1474
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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.36					08/19/2011	08/19/2020	Common Stock	126,419

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kitagawa Allan S 1132 BISHOP STREET, SUITE 2200 HONOLULU, HI 96813	X		Chairman, President and CEO	

Signatures

/s/ Ned A. Quint, pursuant to power of attorney
 **Signature of Reporting Person
 12/08/2016
 Date

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) Represents shares sold in connection with the payment of taxes due on exercise of stock options on December 2, 2016.

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.