

Kitagawa Allan S  
Form 4  
June 05, 2018

**FORM 4**

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

OMB APPROVAL

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

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2018

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

(Street)

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

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

HONOLULU, HI 96813

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 06/04/2018                           |  | S                              | 600 (4) D \$ 30.65  | 150,824 (1) (3)   | D  |   |
| Common Stock                    | 06/04/2018                           |  | S                              | 200 (4) D \$ 30.66  | 150,624 (1) (3)   | D  |   |
| Common Stock                    | 06/04/2018                           |  | S                              | 200 (4) D \$ 30.67  | 150,424 (1) (3)   | D  |   |
| Common Stock                    | 06/04/2018                           |  | S                              | 401 (4) D \$ 30.68  | 150,023 (1) (3)   | D  |   |
| Common Stock                    | 06/04/2018                           |  | S                              | 2,225 (4) D \$ 30.684   | 147,798 (1) (3)   | D  |   |

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|              |            |   |                    |   |          |                                      |   |           |
|--------------|------------|---|--------------------|---|----------|--------------------------------------|---|-----------|
| Common Stock | 06/04/2018 | S | 200 <sup>(4)</sup> | D | \$ 30.69 | 147,598 <sup>(1)</sup><br><u>(3)</u> | D |           |
| Common Stock | 06/04/2018 | S | 100 <sup>(4)</sup> | D | \$ 30.7  | 147,498 <sup>(1)</sup><br><u>(3)</u> | D |           |
| Common Stock | 06/04/2018 | S | 100 <sup>(4)</sup> | D | \$ 30.72 | 147,398 <sup>(1)</sup><br><u>(3)</u> | D |           |
| Common Stock | 06/04/2018 | S | 297 <sup>(4)</sup> | D | \$ 30.74 | 147,101 <sup>(1)</sup><br><u>(3)</u> | D |           |
| Common Stock |            |   |                    |   |          | 35,000                               | I | By Spouse |
| Common Stock |            |   |                    |   |          | 28,446 <sup>(2)</sup>                | I | By 401(k) |
| Common Stock |            |   |                    |   |          | 9,567 <sup>(2)</sup>                 | I | By ESOP   |

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

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(9-02)

**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. Price or Amount of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | 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   | 40,000                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

Kitagawa Allan S  
1132 BISHOP STREET, SUITE 2200  
HONOLULU, HI 96813

Chairman,  
President and  
CEO

## Signatures

/s/ Ned A. Quint, pursuant to power of  
attorney

06/05/2018

\_\_Signature of Reporting Person

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) Includes restricted stock units which vest at a rate of 1/3 per year commencing on May 25, 2018.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Includes restricted stock units which vest at a rate of 1/3 per year commencing on March 8, 2019.
- (4) Represents shares sold in connection with the payment of taxes due on exercise of stock options on May 31, 2018.

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