

Territorial Bancorp Inc.
 Form 4
 September 06, 2016

FORM 4

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

OMB APPROVAL

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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)
09/01/2016

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/01/2016		S		90 ⁽¹⁾ D \$ 28.4001	109,212	D
Common Stock	09/01/2016		S		300 ⁽¹⁾ D \$ 28.41	108,212	D
Common Stock	09/01/2016		S		4,495 ⁽¹⁾ D \$ 28.48	104,417	D
Common Stock	09/01/2016		S		100 ⁽¹⁾ D \$ 28.4801	104,317	D
Common Stock	09/01/2016		S		100 ⁽¹⁾ D \$ 28.485	104,217	D

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Common Stock	09/01/2016	S	<u>1,505</u> (1)	D	\$ 28.49	102,712	D	
Common Stock	09/01/2016	S	200 (1)	D	\$ 28.495	102,512	D	
Common Stock	09/01/2016	S	<u>4,007</u> (1)	D	\$ 28.5	98,505	D	
Common Stock	09/01/2016	S	<u>1,884</u> (1)	D	\$ 28.51	96,621	D	
Common Stock	09/01/2016	S	200 (1)	D	\$ 28.5101	96,421	D	
Common Stock	09/01/2016	S	207 (1)	D	\$ 28.52	96,214	D	
Common Stock	09/02/2016	M	25,760	A	\$ 17.36	121,974	D	
Common Stock	09/02/2016	F	15,454	D	\$ 28.94	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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.36	09/02/2016		M	25,760	08/19/2011	08/19/2020	Common Stock	25,760

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/ Edward A. Quint, pursuant to power of attorney

09/06/2016

__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) Represents shares sold in connection with the payment of taxes due on vesting of restricted shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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