Kitagawa Allan S Form 4 September 17, 2012

### FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kitagawa Allan S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Territorial Bancorp Inc. [TBNK]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1132 BISHOP STREET, SUITE 2200		SUITE	(Month/Day/Year) 09/13/2012	_X_ Director 10% OwnerX_ Officer (give title Other (specification) below)  Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HONOLULU	, HI 96813		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Tabl	e I - Non-D	Perivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or		(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/13/2012		S	134 (2)	D	\$ 23.73	194,549	D	
Common Stock	09/13/2012		S	34 (2)	D	\$ 23.72	194,515	D	
Common Stock	09/13/2012		S	33 (2)	D	\$ 23.71	194,482	D	
Common Stock	09/13/2012		S	2,957 (2)	D	\$ 23.7	191,525	D	
Common Stock	09/13/2012		S	1,576 (2)	D	\$ 23.69	189,949	D	

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Common Stock	09/13/2012	S	1,710 (2)	D	\$ 23.68	188,239	D	
Common Stock						25,151	I	By 401(k)
Common Stock						10,000	I	By spouse
Common Stock						3,480 (3)	I	By ESOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerci Expiration Da		7. Title and A Underlying S		8. P Der
Security	or Exercise	( , , , , , , , , , , , , , , , , , , ,	any	Code	of	(Month/Day/Y		(Instr. 3 and		Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	`		,		(Ins
	Derivative		•		Securities	S				
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
				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	205,979	

(e.g., puts, calls, warrants, options, convertible securities)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting owner rune / runess	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		09/17/2012						
**Signature of Reporting Person		Date						

Reporting Owners 2 Edgar Filing: Kitagawa Allan S - Form 4

## **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) Stock options vest at a rate of 20% per year commencing on August 19, 2011.
- (2) Represents shares sold in connection with the payment of taxes due on vesting of restricted shares.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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.