Nakatsuka Ralph Y Form 5 February 11, 2013

FORM 5

OMB APPROVAL

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

Number: Expires:

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3235-0362 January 31,

1.0

no longer subject to Section 16. Form 4 or Form

Check this box if

2005 Estimated average

5 obligations may continue. See Instruction ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Filed(Month/Day/Year)

Form 4

Transactions Reported

1. Name and Address of Reporting Person ** Nakatsuka Ralph Y			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	Territorial Bancorp Inc. [TBNK] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)		
1132 BISHOP STREET, SUITE 2200			(Month/Day/Year) 12/31/2012	Director 10% OwnerX Officer (give title Other (specify below) Vice Chairman & Co-COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting		

HONOLULU, Â HIÂ 96813

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(check applicable line)

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Se	curiti	es Acquir	ed, Disposed of	, or Beneficiall	y 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 6. Securities Ownership Beneficially Form: Direction of Issuer's Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/19/2012	Â	F4	4,708	D	\$ 23.62	139,970	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,480 (2)	I	By ESOP

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

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SEC 2270 (9-02)

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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 Exercise Expiration Date (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.36	Â	Â	Â	Â	08/19/2011	08/19/2020	Common Stock	146,430 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Nakatsuka Ralph Y			Vice				
1132 BISHOP STREET, SUITE 2200	Â	Â	Chairman &	Â			
HONOLULU, HI 96813			Co-COO				

Signatures

/s/ Edward A. Quint, pursuant to power of attorney 02/11/2013

**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) Stock options vest at a rate of 20% per year commencing on August 19, 2011.
- (2) 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 provided 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.

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