

Kitagawa Allan S
Form 4
August 31, 2017

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)
08/29/2017

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/29/2017		S	491 ⁽³⁾ D \$ 30	122,977 ⁽¹⁾	D	
Common Stock	08/29/2017		S	9 ⁽³⁾ D \$ 30.05	122,968 ⁽¹⁾	D	
Common Stock	08/30/2017		S	200 ⁽³⁾ D \$ 29.935	122,768 ⁽¹⁾	D	
Common Stock	08/30/2017		S	795 ⁽³⁾ D \$ 29.95	121,973 ⁽¹⁾	D	
Common Stock	08/30/2017		S	200 ⁽³⁾ D \$ 29.96	121,773 ⁽¹⁾	D	

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Common Stock	08/30/2017	S	200 ⁽³⁾	D	\$ 29.98	121,573 ⁽¹⁾	D		
Common Stock	08/30/2017	S	1,781 ⁽³⁾	D	\$ 30	119,792 ⁽¹⁾	D		
Common Stock	08/30/2017	S	120 ⁽³⁾	D	\$ 30.015	119,672 ⁽¹⁾	D		
Common Stock	08/30/2017	S	93 ⁽³⁾	D	\$ 30.02	119,579 ⁽¹⁾	D		
Common Stock	08/30/2017	S	500 ⁽³⁾	D	\$ 30.03	119,079 ⁽¹⁾	D		
Common Stock	08/30/2017	S	30 ⁽³⁾	D	\$ 30.04	119,049 ⁽¹⁾	D		
Common Stock	08/30/2017	S	100 ⁽³⁾	D	\$ 30.05	118,949 ⁽¹⁾	D		
Common Stock	08/30/2017	S	28 ⁽³⁾	D	\$ 30.07	118,921 ⁽¹⁾	D		
Common Stock	08/30/2017	S	18 ⁽³⁾	D	\$ 30.085	118,903 ⁽¹⁾	D		
Common Stock	08/30/2017	S	248 ⁽³⁾	D	\$ 30.09	118,655 ⁽¹⁾	D		
Common Stock						35,000	I		By Spouse
Common Stock						27,355 ⁽²⁾	I		By 401(k)
Common Stock						9,286 ⁽²⁾	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
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4, and 5)

			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock	\$ 17.36					
Options		Code V (A) (D)	08/19/2011	08/19/2020	Common Stock	100,000

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 Quint, pursuant to power of attorney

08/31/2017

__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 March 29, 2018.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Represents shares sold in connection with the payment of taxes due on exercise of stock options on August 25, 2017.

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.