

Territorial Bancorp Inc.
Form 4
September 23, 2016

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 *
Nakatsuka Ralph Y

(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)
09/21/2016

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)
Vice Chairman & Co-COO

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	09/21/2016		S		300 ⁽¹⁾ A \$ 28.67	110,248	D
Common Stock	09/21/2016		S		600 ⁽¹⁾ A \$ 28.74	109,648	D
Common Stock	09/21/2016		S		400 ⁽¹⁾ A \$ 28.75	109,248	D
Common Stock	09/21/2016		S		500 ⁽¹⁾ A \$ 28.76	108,748	D
Common Stock	09/21/2016		S		150 ⁽¹⁾ A \$ 28.8118	108,598	D

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Common Stock	09/21/2016	S	500 <u>(1)</u>	A	\$ 28.84	108,098	D	
Common Stock	09/21/2016	S	309 <u>(1)</u>	A	\$ 28.89	107,789	D	
Common Stock	09/21/2016	S	100 <u>(1)</u>	A	\$ 28.8911	107,689	D	
Common Stock	09/21/2016	S	390 <u>(1)</u>	A	\$ 28.9	107,299	D	
Common Stock	09/21/2016	S	500 <u>(1)</u>	A	\$ 28.91	106,799	D	
Common Stock	09/21/2016	S	100 <u>(1)</u>	A	\$ 28.92	106,699	D	
Common Stock	09/21/2016	S	201 <u>(1)</u>	A	\$ 29	106,498	D	
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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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. P Der Sec (Ins	
				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	146,430

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Nakatsuka Ralph Y
1132 BISHOP STREET, SUITE 2200
HONOLULU, HI 96813

Vice Chairman & Co-COO

Signatures

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

09/23/2016

__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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