

Territorial Bancorp Inc.
Form 4
December 08, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

12/07/2016

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2016		S	Amount 1,038 (1)	D \$ 32.14 111,289	D	
Common Stock	12/07/2016		S	331 (1)	D \$ 32.15 110,958	D	
Common Stock	12/07/2016		S	100 (1)	D \$ 32.155 110,858	D	
Common Stock	12/07/2016		S	200 (1)	D \$ 32.16 110,658	D	
Common Stock	12/07/2016		S	100 (1)	D \$ 32.165 110,558	D	

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Common Stock	12/07/2016	S	1,084 <u>(1)</u>	D	\$ 32.17	109,474	D	
Common Stock	12/07/2016	S	300 <u>(1)</u>	D	\$ 32.18	109,174	D	
Common Stock	12/07/2016	S	15 <u>(1)</u>	D	\$ 32.19	109,159	D	
Common Stock	12/07/2016	S	219 <u>(1)</u>	D	\$ 32.2	108,940	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.205	108,840	D	
Common Stock	12/07/2016	S	578 <u>(1)</u>	D	\$ 32.21	108,262	D	
Common Stock	12/07/2016	S	285 <u>(1)</u>	D	\$ 32.22	107,977	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.225	107,877	D	
Common Stock	12/07/2016	S	400 <u>(1)</u>	D	\$ 32.24	107,477	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.245	107,377	D	
Common Stock	12/07/2016	S	85 <u>(1)</u>	D	\$ 32.25	107,292	D	
Common Stock	12/07/2016	S	200 <u>(1)</u>	D	\$ 32.255	107,092	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.26	106,992	D	
Common Stock	12/07/2016	S	200 <u>(1)</u>	D	\$ 32.28	106,792	D	
Common Stock	12/07/2016	S	100 <u>(1)</u>	D	\$ 32.29	106,692	D	
Common Stock	12/07/2016	S	172 <u>(1)</u>	D	\$ 32.3	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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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	
				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	126,419

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/ Ned A. Quint, pursuant to power of attorney 12/08/2016

 **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 exercise of stock options on December 2, 2016.

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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