

Nakatsuka Ralph Y
 Form 4
 June 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 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. 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)
 06/08/2018

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	06/08/2018		S		1,500 ⁽⁴⁾ D \$ 30.13 135,882 ⁽¹⁾ ₍₃₎	D	
Common Stock	06/08/2018		S		200 ⁽⁴⁾ D \$ 30.14 135,682 ⁽¹⁾ ₍₃₎	D	
Common Stock	06/08/2018		S		100 ⁽⁴⁾ D \$ 30.15 135,582 ⁽¹⁾ ₍₃₎	D	
Common Stock	06/08/2018		S		100 ⁽⁴⁾ D \$ 30.815 135,482 ⁽¹⁾ ₍₃₎	D	
Common Stock	06/08/2018		S		100 ⁽⁴⁾ D \$ 30.83 135,382 ⁽¹⁾ ₍₃₎	D	

Edgar Filing: Nakatsuka Ralph Y - Form 4

Common Stock	06/08/2018	S	100 ⁽⁴⁾	D	\$ 30.85	135,282 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	100 ⁽⁴⁾	D	\$ 30.8501	135,182 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	300 ⁽⁴⁾	D	\$ 30.95	134,882 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	196 ⁽⁴⁾	D	\$ 30.96	134,686 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	300 ⁽⁴⁾	D	\$ 30.98	134,386 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	300 ⁽⁴⁾	D	\$ 30.99	134,086 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	212 ⁽⁴⁾	D	\$ 31	133,874 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	263 ⁽⁴⁾	D	\$ 31.04	133,611 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	254 ⁽⁴⁾	D	\$ 31.05	133,357 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	103 ⁽⁴⁾	D	\$ 31.08	133,254 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	273 ⁽⁴⁾	D	\$ 31.09	132,981 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	197 ⁽⁴⁾	D	\$ 31.1	132,784 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	10 ⁽⁴⁾	D	\$ 31.12	132,774 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	100 ⁽⁴⁾	D	\$ 31.125	132,674 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	599 ⁽⁴⁾	D	\$ 31.13	132,075 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	200 ⁽⁴⁾	D	\$ 31.14	131,875 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	200 ⁽⁴⁾	D	\$ 31.15	131,675 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	127 ⁽⁴⁾	D	\$ 31.155	131,548 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	212 ⁽⁴⁾	D	\$ 31.16	131,336 ⁽¹⁾ <u>(3)</u>	D
Common Stock	06/08/2018	S	4 ⁽⁴⁾	D	\$ 31.18	131,332 ⁽¹⁾ <u>(3)</u>	D
	06/08/2018	S	22 ⁽⁴⁾	D	\$ 31.19		D

Edgar Filing: Nakatsuka Ralph Y - Form 4

Common Stock						131,310 ⁽¹⁾ <u>(3)</u>		
Common Stock	06/08/2018	S	28 ⁽⁴⁾	D	\$ 31.295	131,282 ⁽¹⁾ <u>(3)</u>	D	
Common Stock						9,567 ⁽²⁾	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Shares
Stock Options	\$ 17.36					08/19/2011 08/19/2020	Common Stock	86,430

Reporting Owners

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

Signatures

/s/ Ned A. Quint, pursuant to power of attorney
 **Signature of Reporting Person
 06/11/2018
 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 May 25, 2018.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Includes restricted stock units which vest at a rate of 1/3 per year commencing on March 8, 2019.
- (4) Represents shares sold in connection with the payment of taxes due on exercise of stock options on June 4, 2018.

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.