

Nakatsuka Ralph Y
 Form 4
 June 11, 2018

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)
 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 | |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|------------|--------------------------------------|---|
| 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 |

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| | | | | | | | | |
|-----------------|------------|---|-------------------|---|-----------|--------------------------------------|---|---------|
| 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.

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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. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | 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 | 86,430 |

Reporting Owners

Reporting Owner Name / Address

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

Relationships

Director 10% Owner Officer Other

Vice Chairman & Co-COO

Signatures

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

06/11/2018

__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 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.

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