

Kitagawa Allan S
 Form 4
 February 15, 2019

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)
 02/14/2019

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 Beneficial Ownership (Instr. 4)
Common Stock	02/14/2019		S	1,135 (4) D \$ 27	152,556 (1) (3)	D	
Common Stock	02/14/2019		S	57 (4) D \$ 27.01	152,499 (1) (3)	D	
Common Stock	02/14/2019		S	1 (4) D \$ 27.02	152,498 (1) (3)	D	
Common Stock	02/14/2019		S	10 (4) D \$ 27.075	152,488 (1) (3)	D	
Common Stock	02/14/2019		S	20 (4) D \$ 27.08	152,468 (1) (3)	D	

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Common Stock	02/14/2019	S	90 ⁽⁴⁾	D	\$ 27.1	152,378 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	41 ⁽⁴⁾	D	\$ 27.17	152,337 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	10 ⁽⁴⁾	D	\$ 27.225	152,327 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	50 ⁽⁴⁾	D	\$ 27.26	152,277 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	1,852 ⁽⁴⁾	D	\$ 27.27	150,425 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	29 ⁽⁴⁾	D	\$ 27.31	150,396 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	30 ⁽⁴⁾	D	\$ 27.32	150,366 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	74 ⁽⁴⁾	D	\$ 27.35	150,292 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	830 ⁽⁴⁾	D	\$ 27.37	149,462 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	108 ⁽⁴⁾	D	\$ 27.38	149,354 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	90 ⁽⁴⁾	D	\$ 27.39	149,264 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	284 ⁽⁴⁾	D	\$ 27.41	148,980 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	10 ⁽⁴⁾	D	\$ 27.43	148,970 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	59 ⁽⁴⁾	D	\$ 27.45	148,911 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	1,065 ⁽⁴⁾	D	\$ 27.5	147,846 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	909 ⁽⁴⁾	D	\$ 27.51	146,937 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	400 ⁽⁴⁾	D	\$ 27.52	146,537 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	167 ⁽⁴⁾	D	\$ 27.53	146,370 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	120 ⁽⁴⁾	D	\$ 27.56	146,250 ⁽¹⁾ <u>(3)</u>	D
Common Stock	02/14/2019	S	10 ⁽⁴⁾	D	\$ 27.565	146,240 ⁽¹⁾ <u>(3)</u>	D
	02/14/2019	S	23 ⁽⁴⁾	D	\$ 27.7		D

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Common Stock	146,217 ⁽¹⁾ <u>(3)</u>		
Common Stock	35,000	I	By Spouse
Common Stock	28,446 ⁽²⁾	I	By 401(k)
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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17.36					08/19/2011	08/19/2020	08/19/2011	20,000

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/ Ned Quint, pursuant to Power of Attorney
02/15/2019
**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 February 13, 2019.

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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