

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

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/08/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Chairman & Co-COO

HONOLULU, HI 96813

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/08/2018		S		1,500 <sup>(4)</sup> D \$ 30.13 135,882 <sup>(1)</sup> <sub>(3)</sub>	D	
Common Stock	06/08/2018		S		200 <sup>(4)</sup> D \$ 30.14 135,682 <sup>(1)</sup> <sub>(3)</sub>	D	
Common Stock	06/08/2018		S		100 <sup>(4)</sup> D \$ 30.15 135,582 <sup>(1)</sup> <sub>(3)</sub>	D	
Common Stock	06/08/2018		S		100 <sup>(4)</sup> D \$ 30.815 135,482 <sup>(1)</sup> <sub>(3)</sub>	D	
Common Stock	06/08/2018		S		100 <sup>(4)</sup> D \$ 30.83 135,382 <sup>(1)</sup> <sub>(3)</sub>	D	

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

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Common Stock						131,310 <sup>(1)</sup> <u>(3)</u>		
Common Stock	06/08/2018	S	28 <sup>(4)</sup>	D	\$ 31.295	131,282 <sup>(1)</sup> <u>(3)</u>	D	
Common Stock						9,567 <sup>(2)</sup>	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 Value of Underlying Securities (Instr. 3 and 4)
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 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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