

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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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 ⁽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 <u>(3)</u>		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 Derivative Security (Instr. 3 and 4)
Stock Options	\$ 17.36			Code V	(A) (D)	Date Exercisable: 08/19/2011 Expiration Date: 08/19/2020	Title: Common Stock	Amount or Number of Shares: 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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