

Kitagawa Allan S  
Form 4  
August 31, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kitagawa Allan S

(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)

08/29/2017

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)

Chairman, President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/29/2017                              |                                                             | S                                    | 491 <sup>(3)</sup> D                                                    | \$ 30 122,977 <sup>(1)</sup>                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       | 08/29/2017                              |                                                             | S                                    | 9 <sup>(3)</sup> D                                                      | \$ 30.05 122,968 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 08/30/2017                              |                                                             | S                                    | 200 <sup>(3)</sup> D                                                    | \$ 29.935 122,768 <sup>(1)</sup>                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 08/30/2017                              |                                                             | S                                    | 795 <sup>(3)</sup> D                                                    | \$ 29.95 121,973 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 08/30/2017                              |                                                             | S                                    | 200 <sup>(3)</sup> D                                                    | \$ 29.96 121,773 <sup>(1)</sup>                                                                                    | D                                                                    |                                                                   |

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|              |            |   |                      |   |           |                        |   |           |
|--------------|------------|---|----------------------|---|-----------|------------------------|---|-----------|
| Common Stock | 08/30/2017 | S | 200 <sup>(3)</sup>   | D | \$ 29.98  | 121,573 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 1,781 <sup>(3)</sup> | D | \$ 30     | 119,792 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 120 <sup>(3)</sup>   | D | \$ 30.015 | 119,672 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 93 <sup>(3)</sup>    | D | \$ 30.02  | 119,579 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 500 <sup>(3)</sup>   | D | \$ 30.03  | 119,079 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 30 <sup>(3)</sup>    | D | \$ 30.04  | 119,049 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 100 <sup>(3)</sup>   | D | \$ 30.05  | 118,949 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 28 <sup>(3)</sup>    | D | \$ 30.07  | 118,921 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 18 <sup>(3)</sup>    | D | \$ 30.085 | 118,903 <sup>(1)</sup> | D |           |
| Common Stock | 08/30/2017 | S | 248 <sup>(3)</sup>   | D | \$ 30.09  | 118,655 <sup>(1)</sup> | D |           |
| Common Stock |            |   |                      |   |           | 35,000                 | I | By Spouse |
| Common Stock |            |   |                      |   |           | 27,355 <sup>(2)</sup>  | I | By 401(k) |
| Common Stock |            |   |                      |   |           | 9,286 <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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(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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------|

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4, and 5)

|         |          |      |           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|---------|----------|------|-----------|---------------------|--------------------|-----------------|----------------------------------|
| Stock   | \$ 17.36 | Code | V (A) (D) | 08/19/2011          | 08/19/2020         | Common<br>Stock | 100,000                          |
| Options |          |      |           |                     |                    |                 |                                  |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                                   |       |
|--------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                           | Other |
| Kitagawa Allan S<br>1132 BISHOP STREET, SUITE 2200<br>HONOLULU, HI 96813 | X             |           | Chairman,<br>President and<br>CEO |       |

## Signatures

/s/ Edward Quint, pursuant to power of  
attorney

08/31/2017

\_\_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 March 29, 2018.

(2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

(3) Represents shares sold in connection with the payment of taxes due on exercise of stock options on August 25, 2017.

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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