

Territorial Bancorp Inc.  
 Form 4  
 September 12, 2016

**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 \*  
 Murakami David 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)  
 09/09/2016

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)

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 Ownership (Instr. 4)	
				(A) or (D)				
			Code	V	Amount	Price		
Common Stock	09/09/2016		S		436 <sup>(1)</sup>	\$ 29	27,464	D
Common Stock	09/09/2016		S		200 <sup>(1)</sup>	\$ 29.0075	27,264	D
Common Stock	09/09/2016		S		100 <sup>(1)</sup>	\$ 29.025	27,164	D
Common Stock	09/09/2016		S		100 <sup>(1)</sup>	\$ 29.035	27,064	D
Common Stock	09/09/2016		S		400 <sup>(1)</sup>	\$ 29.04	26,664	D

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Common Stock	09/09/2016	S	200 <u>(1)</u>	D	\$ 29.05	26,464	D	
Common Stock	09/09/2016	S	200 <u>(1)</u>	D	\$ 29.06	26,264	D	
Common Stock	09/09/2016	S	100 <u>(1)</u>	D	\$ 29.065	26,164	D	
Common Stock	09/09/2016	S	200 <u>(1)</u>	D	\$ 29.07	25,964	D	
Common Stock	09/09/2016	S	600 <u>(1)</u>	D	\$ 29.08	25,364	D	
Common Stock	09/09/2016	S	10 <u>(1)</u>	D	\$ 29.085	25,354	D	
Common Stock	09/09/2016	S	520 <u>(1)</u>	D	\$ 29.09	24,834	D	
Common Stock	09/09/2016	S	20 <u>(1)</u>	D	\$ 29.095	24,814	D	
Common Stock	09/09/2016	S	710 <u>(1)</u>	D	\$ 29.1	24,104	D	
Common Stock	09/09/2016	S	14 <u>(1)</u>	D	\$ 29.11	24,090	D	
Common Stock	09/09/2016	S	10 <u>(1)</u>	D	\$ 29.125	24,080	D	
Common Stock	09/09/2016	S	10 <u>(1)</u>	D	\$ 29.13	24,070	D	
Common Stock	09/09/2016	S	80 <u>(1)</u>	D	\$ 29.14	23,990	D	
Common Stock	09/09/2016	S	90 <u>(1)</u>	D	\$ 29.15	23,900	D	
Common Stock						700	I	Child 1 joint with spouse
Common Stock						200	I	Child 2 joint with spouse

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)

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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					Date Exercisable: 08/19/2011 Expiration Date: 08/19/2020	Common Stock	41,275

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murakami David S 1132 BISHOP STREET, SUITE 2200 HONOLULU, HI 96813		X		

## Signatures

/s/ Edward A. Quint, pursuant to power of attorney 09/12/2016

\_\_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) Represents shares sold in connection with the payment of taxes due on vesting of restricted shares.

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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