Territorial Bancorp Inc.

Form 4

February 15, 2017

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

30(h) of the Investment Company Act of 1940

burden hours per 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cox Karen J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Lost)	Territorial Bancorp Inc. [TBNK]		(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1132 BISHOP STREET, SUITE 2200			(Month/Day/Year) 02/13/2017	Director 10% OwnerX Officer (give title Other (specify below) SVP		

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HONOLULU, HI 96813

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Seci	urities Ac	quired, Dispose	d of, or Benef	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/13/2017		Code V M	Amount 4,881	(D)	Price \$ 17.36	14,727	D	
Common Stock	02/13/2017		F	2,537	D	\$ 33.4	12,190	D	
Common Stock							13,505 (1)	I	By 401(k)
Common Stock							6,772 <u>(1)</u>	I	By ESOP
Common Stock							500	I	As trustee for grandchildren

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exerci	sable and	7. Title and A	Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Dat	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
				(Instr. 3, 4,						
					and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	Title	of	
				Code V	(A) (D)				Shares	
				Couc v	(A) (D)				Silaics	
Stock	4.17.0 6	00/10/0017		3.4	4.001	00/10/0011	00/10/2020	Common	4.001	
Options	\$ 17.36	02/13/2017		M	4,881	08/19/2011	08/19/2020	Stock	4,881	
Options	φ 17.30	02/13/2017		1 V1	4,001	00/19/2011	00/19/2020	Stock	4,001	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Cox Karen J							
1132 BISHOP STREET, SUITE 2200			SVP				
HONOLULU, HI 96813							

Signatures

/s/ Ned A. Quint, pursuant to power of attorney 02/15/2017

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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