

Murakami Richard I
Form 4
September 17, 2012

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 Richard I

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

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

HONOLULU, HI 96813

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/13/2012 | | S | | 64 ⁽²⁾ D \$ 23.73 | 33,753 | D |
| Common Stock | 09/13/2012 | | S | | 16 ⁽²⁾ D \$ 23.72 | 33,737 | D |
| Common Stock | 09/13/2012 | | S | | 16 ⁽²⁾ D \$ 23.71 | 33,721 | D |
| Common Stock | 09/13/2012 | | S | | 1,408 ⁽²⁾ D \$ 23.7 | 32,313 | D |
| Common Stock | 09/13/2012 | | S | | 750 ⁽²⁾ D \$ 23.69 | 31,563 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------------------|---|-------------|--------|---|----------|
| Common Stock | 09/13/2012 | | S | 814 ⁽²⁾ | D | \$ 23.68 | 30,749 | D | |
| Common Stock | | | | | | | 10,000 | I | By Trust |

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, 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 Shares (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Stock Options | \$ 17.36 | | | Code V | (A) (D) | Date Exercisable: 08/19/2011 Expiration Date: 08/19/2020 | Common Stock | Amount or Number of Shares: 41,275 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| Murakami Richard I 1132 BISHOP STREET, SUITE 2200 HONOLULU, HI 96813 | X |

Signatures

/s/ Edward A. Quint, Pursuant to Power of Attorney

Date: 09/17/2012

**Signature of Reporting Person

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) Stock options vest at a rate of 20% per year commencing on August 19, 2011.

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(2) 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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