

Miyamoto Melvin M
 Form 5
 February 11, 2013

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Miyamoto Melvin M

2. Issuer Name and Ticker or Trading Symbol
 Territorial Bancorp Inc. [TBNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
 1132 BISHOP STREET, SUITE 2200
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

6. Individual or Joint/Group Reporting (check applicable line)

HONOLULU, HI 96813

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/19/2012 | Â | F4 | 650 | D | \$ 23.62 | 13,216 | D | Â |
| Common Stock | 09/13/2012 | Â | S4 | 5 | (3) D | \$ 23.73 | 13,211 | D | Â |
| Common Stock | 09/13/2012 | Â | S4 | 1 | (3) D | \$ 23.7225 | 13,210 | D | Â |
| Common Stock | 09/13/2012 | Â | S4 | 1 | (3) D | \$ 23.71 | 13,209 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|----|--------------------|---|----------|-----------------------|---|-----------|
| Common Stock | 09/13/2012 | Â | S4 | 101 ⁽³⁾ | D | \$ 23.7 | 13,108 | D | Â |
| Common Stock | 09/13/2012 | Â | S4 | 54 ⁽³⁾ | D | \$ 23.69 | 13,054 | D | Â |
| Common Stock | 09/13/2012 | Â | S4 | 59 ⁽³⁾ | D | \$ 23.68 | 12,995 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 13,585 ⁽²⁾ | I | By 401(k) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,750 ⁽²⁾ | I | By ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Stock Options | \$ 17.36 | Â | Â | Â | Â (A) Â (D) | Date Exercisable: 08/19/2011 Expiration Date: 08/19/2020 | Common Stock | 19,524 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miyamoto Melvin M 1132 BISHOP STREET, SUITE 2200 HONOLULU, HI 96813 | Â | Â | Â SVP and Treasurer | Â |

Signatures

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

02/11/2013

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

(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 vesting of restricted shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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