

KITE REALTY GROUP TRUST
Form 10-Q/A
May 26, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended March 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-32268

Kite Realty Group Trust

State of Organization:
Maryland

IRS Employer Identification Number:
11-3715772

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**30 S. Meridian Street, Suite 1100
Indianapolis, Indiana 46204
Telephone: (317) 577-5600**

(Address, including zip code and telephone number, including area code, of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of Common Shares outstanding as of May 9, 2005 was 19,148,267 (\$.01 par value)

EXPLANATORY NOTE

This Form 10-Q/A for the quarter ended March 31, 2005 is filed solely for the purpose of filing Exhibits 10.4, 10.5 and 10.6, which were listed as exhibits in Item 6 of Part II of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the SEC on May 12, 2005 (the First Quarter 10-Q), but were inadvertently not filed. No change is otherwise made to Part I or Part II of the First Quarter 10-Q. This Form 10-Q/A speaks as of the original filing date and has not been updated to reflect events occurring subsequent to the original filing date.

Item 6. Exhibits

| Exhibit No. | Description | Location |
|--------------------|--|---|
| 10.1 | Schedule of 2005 Bonus Benchmarks for Executive Officers | Incorporated by reference to Item 10.38 of Kite Realty Group Trust's Form 10-K for the period ended December 31, 2004 |
| 10.2 | Schedule of Non-Employee Trustee Fees and Other Compensation | Incorporated by reference to Item 10.41 of Kite Realty Group Trust's Form 10-K for the period ended December 31, 2004 |
| 10.3 | Contribution Agreement, dated as of March 31, 2005, by and among Kite Realty Group, L.P., Brentwood Holdings, LLC and Alvin E. Kite, Jr., John A. Kite, Paul W. Kite and Thomas K. McGowan | Incorporated by reference to Item 10.1 of Kite Realty Group Trust's Form 8-K, dated April 5, 2005 |
| 10.4 | Purchase and Sale Agreement, dated as of March 3, 2005, by and among Kite Realty Group Trust and U.S. Retail Income Fund VIII-E, Limited Partnership. | Filed herewith |
| 10.5 | Purchase and Sale Agreement, dated as of March 3, 2005, by and among Kite Realty Group Trust and U.S. Retail Income Fund IV, Limited Partnership. | Filed herewith |
| 10.6 | Purchase and Sale Agreement, dated as of March 3, 2005, by and among Kite Realty Group Trust and U.S. Retail Income Fund VIII-D, Limited Partnership. | Filed herewith |
| 31.1 | Certification of principal executive officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Certification of principal financial officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Previously filed as Exhibit 32.1 to Kite Realty Group Trust's Form 10-Q for the quarter ended March 31, 2005 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KITE REALTY GROUP TRUST

/s/ JOHN A. KITE
John A. Kite
Chief Executive Officer and President

May 26, 2005
(Date)

(Principal Executive Officer)

/s/ DANIEL R. SINK
Daniel R. Sink
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

May 26, 2005
(Date)