

Empire State Realty Trust, Inc.
 Form 4
 July 17, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
MALKIN ANTHONY E

2. Issuer Name and Ticker or Trading Symbol
Empire State Realty Trust, Inc. [ESRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2014

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

C/O EMPIRE STATE REALTY TRUST, INC., ONE GRAND CENTRAL PL, 60 EAST 42ND ST.

(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

NEW YORK, NY 10165

(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 (A) or (D) Price | | |
| Class B Common Stock, par value \$0.01 | 07/15/2014 | | A | | 3,680 (2) \$ 0 (2) | 51,197 | D |
| Class B Common Stock, par value \$0.01 | 07/15/2014 | | A | | 75,691 (2) \$ 0 (2) | 608,972 | I By family trusts or entities controlled by the reporting |

person ⁽¹⁾

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.

SEC 1474
(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 | 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) | | |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Operating Partnership Units ⁽³⁾ | <u>(3)</u> | 07/15/2014 | | A | 168,946 ⁽²⁾ | 07/15/2015 | <u>(3)</u> | Class A Common Stock | 168, |
| Operating Partnership Units ⁽³⁾ | <u>(3)</u> | 07/15/2014 | | A | 3,518,561 ⁽²⁾ | 07/15/2015 | <u>(3)</u> | Class A Common Stock | 3,518 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MALKIN ANTHONY E
C/O EMPIRE STATE REALTY TRUST, INC.
ONE GRAND CENTRAL PL, 60 EAST 42ND ST.
NEW YORK, NY 10165

X

CEO and President

Signatures

Thomas N. Keltner, Jr., as
attorney-in-fact

07/17/2014

 **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).

Includes shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock") of Empire State Realty Trust, Inc. and Operating Partnership units (the "OP Units") of Empire State Realty OP, L.P. issued to Elizabeth Malkin 2009 Trust; Emily M. Malkin 2010 Trust; Louisa R. Malkin 2010 Trust; Rebecca S. Malkin 2010 Trust; Peter L. Malkin Family 9 LLC; Peter L. Malkin Family 2000

(1) LLC, Row Jimmy LLC; Born Cross-Eyed LLC; and LarryMae LLC, of which Anthony E. Malkin has sole voting and investment power as sole manager or sole trustee, as applicable, or Anthony E. Malkin and his wife have shared voting and investment power as managers or trustees, as applicable. Anthony E. Malkin disclaims beneficial ownership of such Class B Common Stock and OP Units, except to the extent of his pecuniary interest therein.

(2) Received by the reporting person in connection with option properties transactions.

Represents OP Units of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the

(3) holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.

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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