#### KILROY REALTY CORP

Form 4 July 17, 2015

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

Expires:

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Simon David Joshua

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

KILROY REALTY CORP [NYSE:

(Month/Day/Year)

07/15/2015

(Check all applicable)

KRC1

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title

EVP, Southern California

below)

Other (specify

C/O KILROY REALTY CORPORATION, 12200 W. **OLYMPIC BLVD., SUITE 200** 

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code V

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90064

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Price Amount (D)

Common stock, par

value \$0.01 07/15/2015

77.7543 A Α \$0

15,538.9761 D

per share (1)

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

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SEC 1474 (9-02)

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#### number.

# 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. Transactic Code (Instr. 8)	5. Number of on Derivative Securities (Month/Day/Y Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	(3)	07/15/2015		A	24.3989	<u>(4)</u>	<u>(4)</u>	Common Stock	24.3989

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

07/17/2015

Simon David Joshua C/O KILROY REALTY CORPORATION 12200 W. OLYMPIC BLVD., SUITE 200

2200 W. OI VMPIC RI VD. SUITE 200 EVP, Southern California

LOS ANGELES, CA 90064

## **Signatures**

/s/ Tyler H. Rose, as attorney-in-fact for David Joshua Simon

\*\*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).
- Grant of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards previously (1) reported on Table I, which were granted pursuant to the Kilroy Realty 2006 Incentive Award Plan and the terms of the applicable award agreement.
- Crediting of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards

  (2) previously reported on Table II, which were granted pursuant to the Kilroy Realty 2006 Incentive Award Plan and the terms of the applicable award agreement.
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock and may be settled in cash under certain circumstances.
- (4) The restricted stock units vest over a four-year period starting on January 5, 2015, subject to continued employment with the Issuer on the applicable vesting date.

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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