KILROY REALTY CORP

Form 4 July 18, 2014

FORM 4

OMB APPROVAL

3235-0287

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB
Washington, D.C. 20549 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

Expires: January 31, 2005

Estimated average

Section 16.

SECURITIES

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Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name **and** Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer

KILROY REALTY CORP [NYSE: (Check all applicable)

(Check all applicable)

(KRC]

(Last) (First) (Middle) 3. Date of Earliest Transaction _____ Director _____ 10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction _____ Director _____ 10% Owner (Month/Day/Year) _____ Officer (give title _____ Other (specify

C/O KILROY REALTY
07/16/2014
below)
EVP and CFO
CORPORATION, 12200 W.
OLYMPIC BLVD., SUITE 200

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

Y. Form filed by One Penorting Person

LOS ANGELES, CA 90064

____ 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code Beneficially (D) or Beneficial (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

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

stock, par 07/16/2014 A 296.57 A \$ 0 73,013.5143 D

value \$0.01 per share $\frac{(1)}{}$

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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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day.	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	<u>(3)</u>	07/16/2014		A	36.172	<u>(4)</u>	<u>(4)</u>	Common Stock	36.172	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSE TYLER H C/O KILROY REALTY CORPORATION 12200 W. OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064

EVP and CFO

De Sec (In

Signatures

/s/ Tyler H.
Rose

**Signature of Date

**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) Grant of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards pursuant to the Kilroy Realty 2006 Incentive Award Plan and the terms of the applicable award agreement.
- (2) Crediting of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards 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 as to 1/4th of the shares on January 5th of each of 2015-2018, 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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