KILROY REALTY CORP

Form 4

January 15, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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may continue.

See Instruction

Check this box

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).

(Last)

(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

below)

Symbol

KILROY REALTY CORP [NYSE:

KRC1

3. Date of Earliest Transaction

(Check all applicable)

EVP, Southern California

(Instr. 4)

D

Director X_ Officer (give title

10% Owner Other (specify

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

4. If Amendment, Date Original

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

01/13/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

LOS ANGELES, CA 90064

(City) (State) (Zip)

(Street)

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)

(Middle)

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

Amount

5. Amount of Securities Beneficially Owned (D) or Following

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

Reported (A) Transaction(s)

(Instr. 3 and 4) Price (D)

Common stock, par

value \$0.01 01/13/2016

Α 80.9934 \$0 14,687.9211 Α

per share

(1)

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

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) or (D)		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)	<u>(3)</u>	01/13/2016		A	29.6656	<u>(4)</u>	<u>(4)</u>	Common Stock	29.6656

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP, Southern California

Signatures

LOS ANGELES, CA 90064

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

01/15/2016

**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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