Empire State Realty Trust, Inc.

Form 4

March 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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Check this box

Form 5 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 * Durels Thomas P.

2. Issuer Name and Ticker or Trading Symbol

Issuer

Empire State Realty Trust, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ESRT]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/29/2016

Director 10% Owner X_ Officer (give title Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Exe. VP, Dir. of Leasing & Op.

Applicable Line)

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

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported Transaction(s)

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

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	02/29/2016		A	112,829 (2)	(1)(2)	<u>(1)</u>	Class A Common Stock	112,829	
LTIP Units (1)	<u>(1)</u>	02/29/2016		A	48,032 (3)	(1)(3)	<u>(1)</u>	Class A Common Stock	48,032	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Durels Thomas P. C/O EMPIRE STATE REALTY TRUST, INC. ONE GRAND CENTRAL PL., 60 E. 42ND ST. NEW YORK, NY 10165

Exe. VP, Dir. of Leasing & Op.

Signatures

/s/ Debra E. Levin, Attorney-in-Fact 03/02/2016

**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).

Represents long term investment plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, vested LTIP Units are

- convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.
- Of the 112,829 LTIP Units granted to the Reporting Person, 62,814 LTIP Units vest as follows: 30% on February 28, 2017, 30% on (2) February 28, 2018 and 40% on February 28, 2020. The remaining 50,015 LTIP Units vest 25% ratably on each of the first four anniversaries of February 28, 2016, subject to continued employment through such dates.

These LTIP Units are scheduled to vest based on the achievement of certain performance criteria based on the Issuer's total return to the shareholders during a three-year performance period ending December 31, 2018. Any earned LTIP units will vest 50% on January 1,

(3) 2019 and 50% will vest on January 1, 2020, subject to continued employment. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 144,096 LTIP Units also granted on February 29, 2016 that are scheduled to vest based on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against two different industry-specific indices.

Reporting Owners 2

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Remarks:

Exhibit List - Exhibit 24.1 - Power of Attorney

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.