Edgar Filing: Empire State Realty Trust, Inc. - Form 4

Empire State Realty Trust, Inc. Form 4 March 02, 2016

March 02,	2016									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549							N OMB Number:	3235-028	37	
Check this box if no longer of a TEN TEN TEN TEN OF CHANGES IN DENIFICIAL OWNERSHIP OF					Expires:	January 3				
subject Sectior Form 4	to SIAIE 116.	MENT OF CH	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated burden hou response	urs per	.5	
•	ineu pu	(a) of the Public		lding Co	mpany Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type	e Responses)									
	Address of Reporting ANTHONY E	Symb	2. Issuer Name and Ticker or Trading Symbol Empire State Realty Trust, Inc.			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			RT]	any mus	,, me.					
			 Date of Earliest Transaction Month/Day/Year) 			_X_ Director 10% Owner _X_ Officer (give title Other (specify				
TRUST, I	IRE STATE REAL NC., ONE GRAN L PL., 60 E. 42ND	D	9/2016			below) Ch	below) airman and CEO)		
			. If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YO	RK, NY 10165					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	on Date, if Transact Code		ties (A) or l of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: R	eport on a separate line	e for each class of	securities bene	eficially ow	ned directly	or indirectly.				
						spond to the colle tained in this forn		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 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)		8. D Se (I:
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	<u>(1)</u>	02/29/2016		А	169,597 (2)	(1)(2)	<u>(1)</u>	Class A Common Stock	169,597	
LTIP Units <u>(1)</u>	<u>(1)</u>	02/29/2016		А	146,616 (<u>3)</u>	(1)(3)	<u>(1)</u>	Class A Common Stock	146,616	

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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 E. 42ND ST. NEW YORK, NY 10165	Х		Chairman and CEO			
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, LTIP Units are

- (1) 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.
- (2) These 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% on January 1, 2020, subject to continued employment. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 439,850 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.

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.