

Keltner Thomas N.  
Form 4  
August 17, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keltner Thomas N.

2. Issuer Name **and** Ticker or Trading  
Symbol  
Empire State Realty Trust, Inc.  
[ESRT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O EMPIRE STATE REALTY  
TRUST, INC., 111 WEST 33RD  
STREET, 12TH FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Gen. Counsel and Sec.

NEW YORK, NY 10120

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   |  | Price   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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

# Edgar Filing: Keltner Thomas N. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(In |                    |                            |  |
|---|---|---|---|---|---|--|---|---------------------------|--------------------|----------------------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable       | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Operating<br>Partnership<br>Units <sup>(1)</sup>    | <u>(1)</u>  | 08/15/2017                              |   | J                                       |   | 6,275<br><u>(2)</u>  |   | <u>(1)</u>                | <u>(1)</u>         | Class A<br>Common<br>Stock | 6,275                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Keltner Thomas N.  
C/O EMPIRE STATE REALTY TRUST, INC.  
111 WEST 33RD STREET, 12TH FLOOR  
NEW YORK, NY 10120

EVP, Gen. Counsel and Sec.

## Signatures

/s/ Debra E. Levin,  
Attorney-in-Fact

08/17/2017

                    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 OP Units of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.

(2) Represents the balance of consideration due to the reporting person in connection with the Issuer's acquisition, on July 15, 2014, of the ground and operating leases at 112 West 34th St. and the ground lease at 1400 Broadway. Thomas N. Keltner, Jr. Revocable Trust dated February 23, 2008, for which the reporting person is trustee, was an investor in the entities that previously owned these leases and delivery of a portion of the consideration payable to such investors by the Issuer at closing was deferred for a three-year period pending resolution of any contingencies. Absent any contingencies, this portion of the consideration has now been released. Shares of the Issuer's common stock and OP Units were issued at \$16.65 per share/unit in connection with the closing of the transaction on July 15, 2014.

(3) OP units held indirectly through the Thomas N. Keltner, Jr. Revocable Trust dated February 23, 2008, for which the reporting person is trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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