Edgar Filing: MALKIN ANTHONY E - Form 4

	NTHONY E										
Form 4	010										
March 29, 2	_								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549							COMMISSION		3235-0287		
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Dins Section 170	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 20(b) of the Investment Company Act of 1940							Estimated burden hou response	urs per	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MALKIN ANTHONY E			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)			
TRUST, IN	(First) (RE STATE REAL IC., 111 WEST 3 27TH FLOOR			of Earliest T Day/Year) 2018	ransaction			X Director X Officer (giv below) Cha			
				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)	Tab	ole I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction I (Month/Day/Ye)				3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect			
Damindam Da	nort on a constation	a for each a	ass of soc	Code V		, í	Price				
Kenninder: Ke	port on a separate line	e for each cl	lass of sec	unities benef	netany ow	neu ul	recuy (n munecuy.			

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 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. 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 (Ii
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	<u>(1)</u>	03/27/2018		А	164,683 (2)	(1)(2)	<u>(1)</u>	Class A Common Stock	164,683	
LTIP Units (1)	<u>(1)</u>	03/27/2018		А	175,969 (<u>3)</u>	(1)(3)	(1)	Class A Common Stock	175,969	

Reporting Owners

Reporting Owner Name / Address	Relationships					
The Portuge of March 1 and 1 and 1000	Director	10% Owner	Officer	Other		
MALKIN ANTHONY E C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120	Х		Chairman and CEO			
Signatures						
/s/ Bart S. Goldstein,	0/2010					

Date

Attorney-in-Fact 03/29/2018

<u>**</u>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).

These represent long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership

- (1) 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 January 1, 2018, subject to continued employment through such dates.

These LTIP Units are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's total return to shareholders during a three-year performance period ending December 31, 2020. Any earned LTIP units will vest 50% on January 1, 2021 and 50% on January 1, 2022, subject to continued employment. In accordance with applicable Form 4

(3) The formula of the foregoing excludes 527,908 LTIP Units also granted on March 27, 2018 that are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against two different industry-specific indices.

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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.