

KILROY REALTY CORP  
 Form 4  
 February 07, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Smart Justin William

2. Issuer Name and Ticker or Trading Symbol  
 KILROY REALTY CORP [NYSE: KRC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See Remarks

C/O KILROY REALTY CORPORATION, 12200 W. OLYMPIC BLVD., SUITE 200  
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90064  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
|   |                                      |  |                    | (A) or (D)  | Price   |  |                                   |
| Common stock, par value \$0.01 per share                | 02/06/2017                           |  | M                  | 670 A   | \$ 0 76,836.2377  | D  |                                   |
| Common stock, par value \$0.01 per share <sup>(1)</sup> | 02/06/2017                           |  | F                  | 670 D   | \$ 73.3 76,166.2377   | D  |                                   |

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 displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Restricted Stock Units                     | (2)  | 02/03/2017                           |  | A                              | 2,037.0072  | (3) (3)  | Common Stock 2,037.0072                                     |
| Restricted Stock Units                     | (2)  | 02/03/2017                           |  | A                              | 17,854.4973   | (4) (4)  | Common Stock 17,854.4973                                    |
| Restricted Stock Units                     | (5)  | 02/06/2017                           |  | M                              | 670   | (6) (6)  | Common Stock 670  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Smart Justin William<br>C/O KILROY REALTY CORPORATION<br>12200 W. OLYMPIC BLVD., SUITE 200<br>LOS ANGELES, CA 90064 |               |           | See Remarks |       |

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for Justin William Smart  
Date: 02/07/2017

\*\*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).
- (1) Restricted stock units tendered to pay tax withholding.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.
- (3) The reporting person was awarded performance units in 2015 covering a three-year performance period ending December 31, 2017. The reporting person previously reported the minimum number of units subject to the award eligible to vest based on 2015 performance. The

## Edgar Filing: KILROY REALTY CORP - Form 4

number of units reported reflects the additional minimum number of units eligible to vest based on 2016 performance. The units remain subject to additional time-based vesting requirements. Up to an additional 5,067.3632 units may vest following 2017 based on the Issuer's relative total shareholder return for 2017.

- The reporting person was awarded performance units in 2016 covering a three-year performance period ending December 31, 2018. The number of units reported reflects the minimum number of units eligible to vest based on the Issuer's funds from operations per share and
- (4) relative total shareholder return for 2016. The units remain subject to additional time-based vesting requirements. Up to an additional 17,852.4009 units may ultimately vest after the three-year performance period based on the Issuer's relative total shareholder return for 2017 and 2018.
  - (5) 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.
  - (6) 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.

### **Remarks:**

Executive Vice President, Development & Construction Services

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.