KILROY REALTY CORP

Form 4

January 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KILROY JOHN B JR

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

Issuer

5. Relationship of Reporting Person(s) to

KILROY REALTY CORP [NYSE:

KRC1

(Check all applicable)

3. Date of Earliest Transaction _X__ Director

10% Owner Other (specify X_ Officer (give title

(Month/Day/Year)

01/02/2015

below) Chairman, President and CEO

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)

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

LOS ANGELES, CA 90064

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of

Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

Transaction Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Reported

Ownership Form: Direct (D) or Indirect

(I)

Indirect Beneficial Ownership (Instr. 4)

(A)

Price

(D)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Common

stock, par value

01/02/2015 F 7,696 D \$ 69.07 652,196.6755 D

Code V Amount

\$0.01 per share (1)

Common

stock, par F value 01/05/2015 10,699 D \$ 71.08 641,497.6755 D

\$0.01 per share (1)

1

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Common stock, par value \$0.01 per share (2)	01/05/2015	F	346	D	\$ 71.08	641,151.6755	D
Common stock, par value \$0.01 per share	01/06/2015	S	20,617	D	\$ 70.9066 (3)	620,534.6755	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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	j
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	į
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	i
	Derivative				Securities	3		(Instr.	3 and 4)		(
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable Date	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KILROY JOHN B JR C/O KILROY REALTY CORPORATION 12200 W. OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064	X		Chairman, President and CEO				

Signatures

/s/ Tyler H. Rose, as attorney-in-fact for John B. Kilroy, Jr. 01/06/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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) Common stock tendered to pay tax withholding.
- (2) Restricted stock units tendered to pay tax withholding.
 - The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.73
- (3) to \$71.09 inclusive. The reporting person undertakes to provide to Kilroy Realty Corporation, any security holder of Kilroy Realty Corporation, or staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.