### KILROY REALTY CORP

Form 4

October 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Khouri Marcum David Eli

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

KILROY REALTY CORP [NYSE:

(Check all applicable)

KRC1

Director 10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title Other (specify

10/15/2014

below) EVP and CIO

C/O KILROY REALTY CORPORATION, 12200 W. **OLYMPIC BLVD., SUITE 200** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

LOS ANGELES, CA 90064

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

Reported Transaction(s)

(Instr. 4) (Instr. 3 and 4)

D

Common

stock, par value

\$0.01 per share (1)

10/15/2014

Code V Price Amount (D)

116.8136 A

22,110.0695

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

Α

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\$0

SEC 1474 (9-02)

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#### number.

# 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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date rities (Month/Day/Year) rired (A) or osed of (D)		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	(3)	10/15/2014		A	27.6522	<u>(4)</u>	<u>(4)</u>	Common Stock	27.6522

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Khouri Marcum David Eli C/O KILROY REALTY CORPORATION 12200 W. OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064

EVP and CIO

### **Signatures**

/s/ Tyler H. Rose, as attorney-in-fact for Marcum David Eli Khouri

10/17/2014

\*\*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) Grant of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards pursuant to the Kilroy Realty 2006 Incentive Award Plan and the terms of the applicable award agreement.
- (2) Crediting of restricted stock units in respect of dividend equivalent rights with respect to underlying restricted stock unit awards pursuant to the Kilroy Realty 2006 Incentive Award Plan and the terms of the applicable award agreement.
- (3) 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.
- (4) The restricted stock units vest as to 1/4th of the shares on January 5th of each of 2015-2018, subject to continued employment with the Issuer on the applicable vesting date.

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.

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