### Edgar Filing: KITE REALTY GROUP TRUST - Form 4

#### KITE REALTY GROUP TRUST

Form 4

March 27, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Kite John A

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

KITE REALTY GROUP TRUST [KRG]

(Check all applicable)

Chairman & CEO

(Last) (First) (Middle)

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

X\_ Officer (give title below)

\_X\_\_ Director

10% Owner Other (specify

Beneficial

Ownership

By Spouse

(Instr. 4)

KITE REALTY GROUP TRUST, 30 03/25/2014

S MERIDIAN STREET, SUITE

(Street)

1100

Common

Shares

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**INDIANAPOLIS, IN 46204** 

(City) (State) (Zip)

03/25/2014

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

D

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price

Code V Amount 200,000 \$0 Α 645,805 (1)

Shares Common 8,393 Ι

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

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# 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Limited Partnership Units of Kite Realty Group, L.P.	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	170,000	
Limited Partnership Units of Kite Realty Group, L.P.	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares	13,015	
Limited Partnership Units of Kite Realty Group, L.P.	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares	2,105,880	

# **Reporting Owners**

Reporting Owne	Relationships						
Transfer de la constant		Director	10% Owner	Officer	Other		
Kite John A KITE REALTY GRO 30 S MERIDIAN STI INDIANAPOLIS, IN	X		Chairman & CEO				
Signatures							
John A. Kite	03/27/2014						
**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) Represents an award of restricted shares which will vest over 5 years as follows: 1/5 of the total number of restricted shares vest on each anniversary of the grant date.
- Common Shares of beneficial interest, par value \$.01 per share (the "Common Shares") are issued upon the redemption and tender of

  (2) Limited Partnership units ("LP Units") of Kite Realty Group L.P. on a one for one basis. LP Units have no expiration date, and they are all currently redeemable.
- (3) These units are owned by a limited liability company in which Mr. Kite is a partner.
  - LP Units are redeemable for an equal number of Common Shares of Kite Realty Group Trust ("Kite") or, at the election of Kite, cash
- (4) equal to the fair market value of such shares. As noted in Footnote 3 above, units have no expiration date and are all currently redeemable for Common Shares or cash at the election of Kite.

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.