Smart Justin William Form 4 July 20, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Smart Justin William Issuer Symbol KILROY REALTY CORP [NYSE: (Check all applicable) KRC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below)

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

> (Street) 4. If Amendment, Date Original

07/20/2017

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

See Remarks

Applicable Line)

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

Person

LOS ANGELES, CA 90064

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	Secur	ities Ac	quired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	07/20/2017		Code V	Amount 13,781	(D)	Price	(Instr. 3 and 4) 97,232.3996	D	
Common stock, par value \$0.01 per share	07/20/2017		M	3,813	A	\$0	101,045.3996	D	

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Common stock, par

value 07/20/2017 F 8,769 D \$ 92,276.3996

\$0.01 per share  $\frac{(1)}{}$ 

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

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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	cise any Code Acquired (A) or f (Month/Day/Year) (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
	,			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Restricted Stock Units	(2)	07/20/2017		M	13,781.3111	(3)	(3)	Common Stock	13,78
Restricted Stock Units	(2)	07/20/2017		M	3,813.0737	<u>(4)</u>	<u>(4)</u>	Common Stock	3,813

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

Smart Justin William

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

LOS ANGELES, CA 90064

## **Signatures**

/s/ Tyler H. Rose, as attorney-in-fact for Justin William 07/20/2017

\*\*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).

Reporting Owners 2

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- (1) Common stock tendered to pay tax withholding.
- (2) 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.
- The reporting person was awarded performance units in 2014 covering a three-year performance period ending December 31, 2016. The (3) total number of units subject to the award that actually vested were paid in an equivalent number of shares of Issuer common stock with the fractional share amount settled in cash.
- (4) 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. Fractional share amount settled in cash.

#### **Remarks:**

#### Executive Vice President, Development and 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.