D EATHE JOHN R

Form 4 June 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

D EATHE JOHN R

Symbol

KILROY REALTY CORP [NYSE: KRC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/06/2006

_X__ Director Officer (give title

10% Owner Other (specify

12200 W. OLYMPIC **BOULEVARD, SUITE 200**

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

LOS ANGELES, CA 90064

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	Securi	ities Acqu	ired, 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. Transaction Code (Instr. 8)	(A)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common stock, par value \$0.01 per share	06/06/2006		M	10,000	A	\$ 27.25	11,734	D	
Common stock, par value \$0.01 per share	06/06/2006		M	1,000	A	\$ 20.56	12,734	D	
Common stock, par value \$0.01	06/06/2006		M	5,000	A	\$ 20.38	17,734	D	

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per share							
Common stock, par value \$0.01 per share	06/06/2006	M	5,000	A	\$ 20.75	22,734	D
Common stock, par value \$0.01 per share	06/06/2006	M	5,000	A	\$ 26.51	27,734	D
Common stock, par value \$0.01 per share	06/06/2006	M	5,000	A	\$ 25.77	32,734	D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous or Number of Sha
Common Stock Option (right to buy)	\$ 27.25	06/06/2006		M		10,000	10/17/2000 <u>(1)</u>	10/17/2007	Common Stock	10,00
Common Stock Option (right to buy)	\$ 20.56	06/06/2006		M		1,000	10/17/2001(2)	10/17/2008	Common Stock	1,00
Common Stock Option (right to	\$ 20.38	06/06/2006		M		5,000	02/18/2002(3)	02/18/2009	Common Stock	5,00

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t	ouy)								
(Common Stock Option right to ouy)	\$ 20.75	06/06/2006	M	5,000	02/18/2003(4)	02/18/2010	Common Stock	5,000
(Common Stock Option right to ouy)	\$ 26.51	06/06/2006	M	5,000	02/18/2004(5)	02/18/2011	Common Stock	5,000
(Common Stock Option right to ouy)	\$ 25.77	06/06/2006	M	5,000	02/19/2005(6)	02/19/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
D EATHE JOHN R 12200 W. OLYMPIC BOULEVARD SUITE 200 LOS ANGELES, CA 90064	X						

Signatures

/s/ Tyler H. Rose, as attorney-in-fact for John R. D'Eathe 06/08/2006

**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).

Date

- (1) The initial option grant vested in three equal installments on October 17, 1998, 1999 and 2000.
- (2) The initial option grant vested in three equal installments on October 17, 1999, 2000 and 2001.
- (3) The initial option grant vested in three equal installments on February 18, 2000, 2001 and 2002.
- (4) The initial option grant vested in three equal installments on February 18, 2001, 2002 and 2003.
- (5) The initial option grant vested in three equal installments on February 18, 2002, 2003 and 2004.
- (6) The initial option grant vested in three equal installments on February 19, 2003, 2004 and 2005.

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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