KILROY REALTY CORP

Form 4

October 20, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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> January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 *

DICKEY WILLIAM P

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

KILROY REALTY CORP [NYSE:

KRC1

(Check all applicable)

(Last)

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

10/17/2008

X_ Director 10% Owner Officer (give title Other (specify

below)

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

(Street)

4. If Amendment, Date Original

(Instr. 8)

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

Person

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

LOS ANGELES, CA 90064

2. Transaction Date 2A. Deemed 1. Title of

(State)

(Month/Day/Year)

(Zip)

(Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially Owned **Following**

6. Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reported (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

(A)

or

Α

Common

(City)

Security

(Instr. 3)

stock, par

value \$0.01 10/17/2008

Α 31.5539 \$0 27,441.0688

D

per share (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)

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired (A) or						Follo
											Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									Amount		
						Date Expir Exercisable Date	Expiration		or		
							*	Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

DICKEY WILLIAM P 12200 W. OLYMPIC BOULEVARD **SUITE 200** LOS ANGELES, CA 90064



Signatures

/s/ Tyler H. Rose, as attorney-in-fact for William P. 10/20/2008 Dickey

> **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 equivalents pursuant to the Kilroy Realty 2006 Incentive Award Plan.

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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