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Roth Heidi I Form 4 January 15, FORM Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	2010 A 4 UNITED alis box ger o STATEM 16. or Filed pur Section 17(IENT O suant to S a) of the 3	Was F CHAN Section 1 Public U	shington GES IN SECUF 6(a) of th tility Hol	, D.C. 20 BENEF RITIES ne Securit	549 ICIA ies E	L OW cxchang y Act of	COMMISSION NERSHIP OF e Act of 1934, 7 1935 or Section 0	OMB Number: Expires: Estimated a burden hour response	•	
(Print or Type	Responses)										
Roth Heidi Rena Syn					d Ticker or			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(1			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2010					Director 10% Owner X Officer (give title Other (specify below) below) SVP and Controller			
				endment, D nth/Day/Yea	ate Origina r)	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				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 (1)	01/15/2010			Code V	Amount 59.466	(D)	Price \$ 0	(Instr. 3 and 4) 14,331.5809	D		
Common stock, par value \$0.01 per share (2)	01/15/2010			F	6	D	\$ 31.76	14,325.5809	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities	8		(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								۵	Amount		
						D	F · ·	0			
						Date	Expiration		Number		
						Exercisable	Date	0	of		
				Code V	(A) (D)			S	Shares		
				Code V	(A) (D)	LACICISADIC	Date				

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Roth Heidi Rena 12200 W. OLYMPIC BOU SUITE 200 LOS ANGELES, CA 90064			SVP and Controller					
Signatures								
/s/ Heidi R. Roth	01/15/2010)						

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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.
- (2) Restricted stock units tendered to pay tax withholding.

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.

**Signature of

Reporting Person