Roth Heidi Rena Form 4 July 16, 2010

# FORM 4

# **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 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

Roth Heidi Rena

Symbol

(Check all applicable)

KILROY REALTY CORP [NYSE:

KRC]

(Last) (First) (Middle) 3. Date of Earliest Transaction Director

(Month/Day/Year) 07/16/2010

10% Owner \_X\_\_ Officer (give title Other (specify below)

SVP and Controller

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

(Street)

4. If Amendment, Date Original

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

LOS ANGELES, CA 90064

(City)	(State)	(Zip) Tol	do I. Non	Dorivotivo S	oouriti	ios Acqui	rad Disposad of	or Ronoficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	- Iai	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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 (1)	07/16/2010		Code V	Amount 143.0488	(D)	Price \$ 0	(Instr. 3 and 4) 21,112.0699	D	
Common stock, par value \$0.01 per share (2)	07/16/2010		F	3	D	\$ 29.63	21,109.0699	D	

#### Edgar Filing: Roth Heidi Rena - Form 4

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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	if TransactionNumber		Expiration Date Amo			int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities	(Instr. 5)	]	
		Derivative				Securities		(In				(
Security						Acquired						]
-						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date Exercisable	Expiration Date	Title	or			
									Number			
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roth Heidi Rena 12200 W. OLYMPIC BOULEVARD SUITE 200 LOS ANGELES, CA 90064

SVP and Controller

### **Signatures**

/s/ Heidi R. Roth 07/16/2010

\*\*Signature of 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.
- (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.

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