KILROY REALTY CORP Form SC 13G/A November 05, 2004

> OMB APPROVAL OMB Number 3235-0145 Expires: December 31, 2005 Estimated average burden hours per response ... 14.90

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 7)\*

Kilroy Realty Corp.

\_\_\_\_\_

(Name of Issuer)

Common

(Title of Class of Securities)

49427F108

(CUSIP Number)

Check the following box if a fee is being paid with this statement [] (A fee is not required only if the person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)

Page 1

## Edgar Filing: KILROY REALTY CORP - Form SC 13G/A

CUS	IP No. 49427	F108	Page 2 of 4 Pages				
1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	Cohen & Steers Capital Management, Inc. 13-335336						
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ] (b) [ ]						
3)	SEC USE ONLY						
4)	CITIZENSHIP OR PLACE OF ORGANIZATION						
	New York						
	OF SHARES	5) SOLE VOTING POWER 2,347,792					
		6) SHARED VOTING POWER					
		7) SOLE DISPOSITIVE POWER 2,743,092					
		8) SHARED DISPOSITIVE POWER					
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	2,743,0	92					
10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
	[ ]						
11)	PERCENT OF CI	ASS REPRESENTED BY AMOUNT IN ROW (9)					
	9.66%						
12)	TYPE OF REPOP	TING PERSON					
	IA						
		*SEE INSTRUCTIONS BEFORE FILLING OUT!					

Page 2

SCHEDULE 13G

Page 3 of 4

Item 1(a) Name of Issuer

Kilroy Realty Corp.

Item 1(b) Address of Issuer's Principal Executive Office

12200 West Olympic Blvd. St. 200 Los Angeles, CA 90064

Item 2(a) Name of Person Filing

Cohen & Steers Capital Management, Inc.

Item 2(b) Address of Principal Business Office

757 Third Avenue New York, New York 10017

Item 2(c) Citizenship

USA

Item 2(d) Title of Class of Securities

Common

Item 2(e) CUSIP Number

49427F108

- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a
  - (a) [] Broker or Dealer registered under Section 15 of the Act
  - (b) [] Bank as defined in Section 3(a)(6) of the Act
  - (c) [ ] Insurance Company as defined in section 3(a)(19) of the Act

  - (e) [X] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
  - (f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
  - (g) [ ] Parent Holding Company, in accordance with Section 240.13d-l(ii)(G) (Note: See Item 7)
  - (h) [ ] Group, in accordance with Section 240.13d-1(b)(l)(ii)(H)

## Edgar Filing: KILROY REALTY CORP - Form SC 13G/A

Item 4	Ownership					
	(a)	Amount	of Shares Beneficially Owned	2,743,092	2	
	(b)	Percent	t of Class	9.66%		
	(c)	Number	of Shares as to which such person	has:		
		(i)	sole power to vote or to direct the vote		2,347,792	
		(ii)	shared power to vote or to direct	the vote		
		(iii)	sole power to dispose or to direct disposition of	the	2,743,092	
		(iv)	shared power to dispose or to dire the disposition of	ect		
Item 5	Owne	f Five Percent or Less of a Class				
	If this statement is being filed to report the fact that as of t date hereof the reporting person has ceased to be the benefici owner of more than five percent of the class of securities, che the following. [ ]				e beneficial	
Item 6	6 Ownership of More than Five Percent on Behalf of Another P				er Person	
		NA				
Item 7	em 7 Identification and Classification of the Security Being Reported on By t					
		NA				
Item 8	Iden	tificat	ion and Classification of Members o	of the Gro	oup	
		NA				
Item 9	Notice of Dissolution of the Group					
		NA				
Item 10	Cert	ificati	on			

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

## Edgar Filing: KILROY REALTY CORP - Form SC 13G/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 05, 2004

/s/Robert Steers

Signature

Robert H. Steers, Chairman ------Name and Title