

HAWKEN JEFFREY C

Form 4

January 31, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWKEN JEFFREY C

2. Issuer Name **and** Ticker or Trading
Symbol
KILROY REALTY CORP [NYSE:
KRC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KILROY REALTY
CORPORATION, 12200 W.
OLYMPIC BLVD., SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP and COO

(Street)
LOS ANGELES, CA 90064

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
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)	4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5) (A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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	01/29/2018		M	26,901 A	\$ 0 398,452.5613	D	

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

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information contained in this form are not
required to respond unless the form
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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	01/29/2018		A		6,396.2293		(2)	(2)	Common Stock
Restricted Stock Units	(1)	01/29/2018		A		9,406.2403		(3)	(3)	Common Stock
Restricted Stock Units	(1)	01/29/2018		A		13,660.1464		(4)	(4)	Common Stock
Restricted Stock Units	(1)	01/29/2018		M		26,901.0816		(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAWKEN JEFFREY C C/O KILROY REALTY CORPORATION 12200 W. OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064	EVP and COO

Signatures

/s/ Jeffrey C.
Hawken 01/31/2018

__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) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock.

The reporting person was awarded performance units in 2015 covering a three-year performance period ending December 31, 2017. The

(2) reporting person previously reported the minimum number of units subject to the award eligible to vest based on 2015 and 2016 performance. The number of units reported reflects the additional number of units that vested based on 2017 performance.

(3)

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The reporting person was awarded performance units in 2016 covering a three-year performance period ending December 31, 2018. The reporting person previously reported the minimum number of units subject to the award eligible to vest based on 2016 performance. The number of units reported reflects the minimum number of units eligible to vest based on 2017 performance. The units remain subject to additional time-based vesting requirements. Up to an additional 7,511.6972 units may ultimately vest after the three-year performance period based on the Issuer's relative total shareholder return for 2018.

- (4) The reporting person was awarded performance units in 2017 covering a three-year performance period ending December 31, 2019. The number of units reported reflects the minimum number of units eligible to vest based on 2017 performance. The units remain subject to additional time-based vesting requirements. Up to an additional 27,320.2927 units may vest for the three-year performance period based on the Issuer's performance for that three-year period.

- (5) The performance units were awarded in 2015 and the final number of units subject to the award (as adjusted for dividend equivalents through January 29, 2018) was determined based on a three-year performance period ending December 31, 2017. The units are payable in shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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