

Andrew J. Prentice
Form 4
March 29, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrew J. Prentice

2. Issuer Name **and** Ticker or Trading
Symbol
Empire State Realty Trust, Inc.
[ESRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, CAO and Treasurer

C/O EMPIRE STATE REALTY
TRUST, INC., 111 WEST 33RD
STREET, 12TH FLOOR

(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
Person

NEW YORK, NY 10120

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(D)	Price

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(1)</u>	<u>(1)</u>	03/27/2018		A		5,948 <u>(2)</u>		<u>(1)(2)</u>	<u>(1)</u>	Class A Common Stock	5,948	\$ 0.00
LTIP Units <u>(1)</u>	<u>(1)</u>	03/27/2018		A		4,937 <u>(3)</u>		<u>(1)(3)</u>	<u>(1)</u>	Class A Common Stock	4,937	\$ 0.00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J. Prentice PIRE STATE REALTY TRUST, INC. ST 33RD STREET, 12TH FLOOR ORK, NY 10120			SVP, CAO and Treasurer	

Signatures

/s/ Bart S. Goldstein,
Attorney-in-Fact

**Signature of Reporting Person

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) These represent long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.

(2) These LTIP Units vest 25% ratably on each of the first four anniversaries of January 1, 2018, subject to continued employment through such dates.

(3) These LTIP Units are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's total return to shareholders during a three-year performance period ending December 31, 2020. Any earned LTIP units will vest 50%

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on January 1, 2021 and 50% on January 1, 2022, subject to continued employment. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 14,813 LTIP Units also granted on March 27, 2018 that are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against two different industry-specific indices.

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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