

Murray Scott E.  
Form 4  
March 04, 2019

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Murray Scott E.

2. Issuer Name **and** Ticker or Trading  
Symbol  
KITE REALTY GROUP TRUST  
[KRG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
30 SOUTH MERIDIAN ST., SUITE  
1100

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_X\_\_ Other (specify below)  
EVP, General Counsel / Corporate Secretary

(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

INDIANAPOLIS, IN 46204

(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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Shares					8,828	D	

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)

**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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Limited Partnership Units of Kite Realty Group, L.P.	\$ 15.68	02/28/2019		A		153,061 <u>(1)</u> <u>(2)</u>		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Shares	153,061 <u>(1)</u> <u>(2)</u>
Limited Partnership Units of Kite Realty Group, L.P.	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Limited Partnership Units of Kite Realty Group, L.P.	36,551

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Murray Scott E. 30 SOUTH MERIDIAN ST. SUITE 1100 INDIANAPOLIS, IN 46204	EVP, General Counsel Corporate Secretary

## Signatures

/s/ Scott E.  
Murray 03/04/2019

\*\*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).

- The reporting person received a grant of limited partnership units in Kite Realty Group L.P. designated as Class AO LTIP Units ("AO LTIPs"), pursuant to the Kite Realty Group Trust 2013 Equity Incentive Plan (as it may be amended and/or restated from time to time). AO LTIPs are similar to "net exercise" stock option awards and are convertible, once vested, into a number of vested limited partnership units of Kite Realty Group L.P. designated as LTIP Units ("LTIPs"), determined by the quotient of (i) the excess of the value of a common share of beneficial interest, par value of \$.01 per share ("Common Share") of Kite Realty Group Trust as of the date of conversion over \$15.68 (the "Participation Threshold per AO LTIP"), divided by (ii) the value of a Common Share as of the date of conversion. [footnote continued]
- (1) [Continued from footnote] conditioned upon minimum allocations to the capital accounts of the LTIPs for U.S. federal income tax purposes, into an equal number of limited partnership units in Kite Realty Group L.P. ("LP Units"). The resulting LP Units are redeemable by the holder for one Common Share per LP Unit or the cash value of a Common Share, at the Issuer's option. The AO LTIPs will vest and become exercisable as of the date that both of the following requirements have been met: (i) the grantee remains in

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continuous service from the grant date through the third anniversary of the grant date; and (ii) at any time during the five-year period following the grant date, the reported closing price per Common Share appreciates at least 20% over the applicable Participation Threshold per AO LTIP (as set forth in the table above) for a minimum of 20 consecutive trading days. Under the award agreement, the AO LTIPs have a six-year term from the grant date.

- (3) Common Shares of beneficial interest, par value \$.01 per share (the "Common Shares") are issued upon the redemption and tender of Limited Partnership units ("LP Units") of Kite Realty Group L.P. on a one for one basis. LP Units have no expiration date.

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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