

Keltner Thomas N.
Form 4
August 17, 2017

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 *
Keltner Thomas N.

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)
08/15/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Gen. Counsel and Sec.

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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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. F Der Sec (In			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units ⁽¹⁾	<u>(1)</u>	08/15/2017		J		6,275 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	6,275

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Keltner Thomas N.
C/O EMPIRE STATE REALTY TRUST, INC.
111 WEST 33RD STREET, 12TH FLOOR
NEW YORK, NY 10120

EVP, Gen. Counsel and Sec.

Signatures

/s/ Debra E. Levin,
Attorney-in-Fact

08/17/2017

 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).

Represents OP Units of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.

(2) Represents the balance of consideration due to the reporting person in connection with the Issuer's acquisition, on July 15, 2014, of the ground and operating leases at 112 West 34th St. and the ground lease at 1400 Broadway. Thomas N. Keltner, Jr. Revocable Trust dated February 23, 2008, for which the reporting person is trustee, was an investor in the entities that previously owned these leases and delivery of a portion of the consideration payable to such investors by the Issuer at closing was deferred for a three-year period pending resolution of any contingencies. Absent any contingencies, this portion of the consideration has now been released. Shares of the Issuer's common stock and OP Units were issued at \$16.65 per share/unit in connection with the closing of the transaction on July 15, 2014.

(3) OP units held indirectly through the Thomas N. Keltner, Jr. Revocable Trust dated February 23, 2008, for which the reporting person is trustee.

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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