

KILROY REALTY CORP  
Form 4/A  
January 16, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Khouri Marcum David Eli

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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/05/2015

Director 10% Owner  
 Officer (give title below) Other (specify below)  
EVP and CIO

C/O KILROY REALTY CORPORATION, 12200 W. OLYMPIC BLVD., SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/06/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90064

(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)
Common stock, par value \$0.01 per share <sup>(1)</sup>	01/05/2015		M	68.7457 A	\$ 0 22,178.8152	D	
Common stock, par value \$0.01 per share <sup>(2)</sup>	01/05/2015		F	295 D	\$ 21,883.8152 71.08 <sup>(3)</sup>	D	

Common  
stock, par  
value 01/05/2015 F 173 D \$ 21,710.8152 D  
71.08 (3)  
\$0.01 per  
share (4)

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units <u>(1)</u>	<u>(5)</u>	01/05/2015		M		68.7457	<u>(6)</u> <u>(6)</u>	Common Stock	68.7457

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Khouri Marcum David Eli  
C/O KILROY REALTY CORPORATION  
12200 W. OLYMPIC BLVD., SUITE 200  
LOS ANGELES, CA 90064

EVP and CIO

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for Marcum David Eli  
Khouri

01/16/2015

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).

Due to an administrative error, the original filing did not report the disposition of 68,7457 restricted stock units in Table II, or the related acquisition of the restricted stock units on Table I. These restricted stock units vested and were settled to cover the tax withholding related to the vesting of the first tranche of the deferred restricted stock unit award granted on January 29, 2014.

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- (2) Restricted stock units tendered to pay tax withholding.
- (3) This transaction was correctly reported in the original Form 4, except that the aggregate holding in column 5 has been revised to reflect the acquisition of 68.7457 restricted stock units reported on this Form 4/A.
- (4) Common stock tendered to pay tax withholding.
- (5) Each restricted stock unit represents a contingent right to receive one share of Issuer common stock and may be settled in cash under certain circumstances.
- (6) The restricted stock units vest over a four-year period starting on January 5, 2015, subject to continued employment with the Issuer on the applicable vesting 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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