

KILROY REALTY CORP  
Form 4  
February 02, 2011

**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 \*  
**DICKEY WILLIAM P**

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)  
**12200 W. OLYMPIC BOULEVARD, SUITE 200**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/02/2011**

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

(Street)  
**LOS ANGELES, CA 90064**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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)	Price				
				Code	V	Amount			
Common stock, par value \$0.01 per share	02/02/2011		M	A	5,000	\$ 26.51	5,000	I	By Dermot Realty, Ltd. <sup>(1)</sup>
Common stock, par value \$0.01 per share	02/02/2011		M	A	5,000	\$ 25.77	10,000	I	By Dermot Realty, Ltd. <sup>(1)</sup>
Common stock, par value \$0.01							36,432.6567	D	

per share

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.**

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(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	Amount or Number of Shares
Stock Option for Common Stock	\$ 26.51	02/02/2011		M	5,000	02/18/2004 <sup>(2)</sup> 02/18/2011	Common Stock	5,000	
Stock Option for Common Stock	\$ 25.77	02/02/2011		M	5,000	02/19/2005 <sup>(3)</sup> 02/19/2012	Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKEY WILLIAM P 12200 W. OLYMPIC BOULEVARD SUITE 200 LOS ANGELES, CA 90064	X			

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for William P. Dickey 02/02/2011

\_\_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) 100% owned by Mr. Dickey.

(2) The initial option grant vested in three equal installments on February 18, 2002, 2003, and 2004.

(3) The initial option grant vested in three equal installments on February 19, 2003, 2004, and 2005.

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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