KILROY REALTY CORP

Form 4/A

January 16, 2015

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

Check this box if no longer subject to Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

Roth Heidi Rena Issuer Symbol KILROY REALTY CORP [NYSE: (Check all applicable) KRC1 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O KILROY REALTY 01/05/2015 SVP, CAO and Controller CORPORATION, 12200 W. **OLYMPIC BLVD., SUITE 200** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 01/06/2015 Form filed by More than One Reporting LOS ANGELES, CA 90064 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common stock, par value \$0.01 01/05/2015 M 1.231 \$0 31,288.8506 D Α per share (1) Common stock, par 30,749.8506 value \$0.01 01/05/2015 F D 539 D 71.08 (3) per share (2)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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)

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. Transactic Code (Instr. 8)	5. Number on 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(4)</u>	01/05/2015		M	1,231	<u>(5)</u>	<u>(5)</u>	Common Stock	1,231	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
, G	Director	10% Owner	Officer	Other			
Roth Heidi Rena							
C/O KILROY REALTY CORPORATION			SVP, CAO				
12200 W OF VMDIC DEVID SHITE 200			and Controllar				

12200 W. OLYMPIC BLVD., SUITE 200 LOS ANGELES, CA 90064

and Controller

Signatures

/s/ Heidi R. Roth 01/15/2015 **Signature of Date 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).
- Due to an administrative error, the original filing did not report the disposition of 1,231 restricted stock units in Table II, or the related (1) acquisition of the underlying shares on Table I. These shares were settled upon vesting of the first tranche of the non-deferred restricted stock unit award granted on January 29, 2014.
- (2) Common stock tendered to pay tax withholding.
- 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 1,231 shares reported on this Form 4/A.

Reporting Owners 2

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- (4) 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.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.