KILROY REALTY CORP

Form 4 January 30, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Symbol

5. Relationship of Reporting Person(s) to

Issuer

Roth Heidi Rena

KILROY REALTY CORP [NYSE:

2. Issuer Name and Ticker or Trading

(Check all applicable)

KRC]

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

SVP, CAO and Controller

(Month/Day/Year)

01/29/2014

below)

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

LOS ANGELES, CA 90064

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

> Ownership (Instr. 4)

SEC 1474

(9-02)

(A)

Disposed of (D)

(Instr. 3, 4 and 5)

Owned Following Reported

Beneficially

or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	01/29/2014		A	4,842		<u>(3)</u>	(3)	Common Stock	4,842	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roth Heidi Rena 12200 W. OLYMPIC BOULEVARD SUITE 200 LOS ANGELES, CA 90064

SVP, CAO and Controller

Signatures

/s/ Heidi R. Roth 01/30/2014

**Signature of 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).
- Award of restricted stock units granted pursuant to Kilroy Realty 2006 Incentive Award Plan. Each restricted stock unit carries with it a right to receive dividend equivalents in respect of the share of stock underlying such restricted stock unit.
- 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.
- The restricted stock units vest as to 1/4th of the shares on January 5th of each of 2015-2018, 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.

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