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KILROY REALTY CORP

Form 3

February 21, 2014

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Simon David Joshua

1. Title of Security

(Instr. 4)

(Last) (First)

(Middle)

Statement

(Month/Day/Year)

02/13/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

KILROY REALTY CORP [NYSE: KRC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

Director _X__ Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

LOS ANGELES, Â CAÂ 90064

(City) (State) (Zip)

> 2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

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Direct (D) or Indirect (I)

(Instr. 5)

Common stock, par value \$0.01 per share 8,752.9031 D

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

1

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units (1)	(2)	(2)	Common Stock	4,841	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
1	Director	10% Owner	Officer	Othe		
Simon David Joshua						
C/O KILROY REALTY CORPORATION	â	Â	EVP	Â		
12200 W. OLYMPIC BLVD., SUITE 200	А	Α	AEVI	A		
LOS ANGELES. CA 90064						

Signatures

/s/ Tyler H. Rose, as attorney-in-fact for David Joshua
Simon
02/21/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Awards of restricted stock units granted pursuant to the Kilroy Realty 2006 Incentive Award Plan.
- (2) The restricted stock units vest as to 1/4th of the shares on January 5th in 2015 2018, subject to continued employment with the Issuer on the applicable vesting date.
- (3) 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

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Remarks:

Exhibit 24 - Power of Attorney for David Joshua Simon

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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