

KITE REALTY GROUP TRUST

Form 4

February 26, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 SECURITIESFiled 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 *
Sink Daniel R2. Issuer Name and Ticker or Trading Symbol
KITE REALTY GROUP TRUST
[KRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP & CFO

KITE REALTY GROUP TRUST, 30
S MERIDIAN STREET, SUITE
11004. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46204

(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 Ownership (Instr. 4)
Common Shares	02/24/2014		A	(A) or (D) Amount (1) 12,971	\$ 0	194,486	D
Common Shares	02/24/2014		A	(A) or (D) Amount (2) 41,890	\$ 0	236,376	D
Common Shares	02/24/2014		F	(A) or (D) Amount (4) 8,748	\$ 6.25	227,628	D

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

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(9-02)

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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)	8. Price or Value of Derivative Security (Instr. 3)
Limited Partnership Units of Kite Realty Group, L.P.	(3)			Code V (A) (D)		Date Exercisable (3) Expiration Date (3)	Common Shares	61,538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sink Daniel R KITE REALTY GROUP TRUST 30 S MERIDIAN STREET, SUITE 1100 INDIANAPOLIS, IN 46204			Executive VP & CFO	

Signatures

Daniel R. Sink 02/26/2014

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).

- Represents an award of restricted shares which will vest over 3 years as follows: 1/3 of the total number of restricted shares vest on each anniversary of the grant date.
- Represents an award of restricted shares which will vest over 5 years as follows: 1/5 of the total number of restricted shares vest on each anniversary of the grant date.
- Common shares of beneficial interest, par value \$.01 per share (the "Common Shares") are issued upon the redemption and tender of Limited Partnership units ("LP Units") of Kite Realty Group, L.P. on a one for one basis. LP Units have no expiration date, and they are

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currently redeemable for Common Shares or cash at the election of Kite Realty Group Trust.

(4) The disposition represents the surrender of common shares to fund income taxes due upon the vesting of restricted shares.

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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