

Kennedy-Wilson Holdings, Inc.  
 Form 4/A  
 November 05, 2012

**FORM 4** UNITED 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 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 \*  
**MCMORROW WILLIAM J**

2. Issuer Name and Ticker or Trading Symbol  
**Kennedy-Wilson Holdings, Inc. [KW]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O 9701 WILSHIRE BLVD., SUITE 700**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/31/2012**

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

**BEVERLY HILLS, CA 90212**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**09/04/2012**

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,346,595 <sup>(1)</sup>	D	
Common Stock					12,261,369 <sup>(2)</sup>	I	By William J. McMorrow Revocable Trust
Common Stock					8,443 <sup>(1)</sup>	I	By John & Sons Retirement Trust

Common Stock	90,851 <sup>(1)</sup>	I	By wife
Common Stock	352,821 <sup>(1)</sup>	I	By son

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

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMORROW WILLIAM J C/O 9701 WILSHIRE BLVD. SUITE 700 BEVERLY HILLS, CA 90212	X	X	Chief Executive Officer	

## Signatures

/s/ William J. McMorrow 11/05/2012

\*\*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).

## Edgar Filing: Kennedy-Wilson Holdings, Inc. - Form 4/A

- (1) These shares were inadvertently omitted from the reporting person's Form 4 filed with the Securities and Exchange Commission on September 4, 2012.
- (2) Updated to reflect Form 4 filed on November 5, 2012 regarding gift of 300,000 shares to the reporting person's son made on May 13, 2011.

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.