

KILROY JOHN B JR  
Form 4  
February 18, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
KILROY JOHN B JR

2. Issuer Name and Ticker or Trading Symbol  
KILROY REALTY CORP [NYSE: KRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

12200 W. OLYMPIC BOULEVARD, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90064

(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) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price |

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

**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.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. D |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

Edgar Filing: KILROY JOHN B JR - Form 4

| Security (Instr. 3)                                     | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |       |                            |        |
|---|--|----------------------|-----------------|---|------------------|------------------|-------|----------------------------|--------|
|   |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date  | Title | Amount or Number of Shares |        |
| Common Limited Partnership Units of Kilroy Realty, L.P. | \$ 0                                     | 02/17/2009           | J(1)            |   | 75,095           | (2)              | (2)   | Common Stock               | 75,095 |
| Common Limited Partnership Units of Kilroy Realty, L.P. | \$ 0                                     |                      |                 |   |                  | (2)              | (2)   | Common Stock               | 5,481  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| KILROY JOHN B JR<br>12200 W. OLYMPIC BOULEVARD<br>SUITE 200<br>LOS ANGELES, CA 90064 | X             |           | President and CEO |       |

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for John B. Kilroy, Jr. 02/18/2009

\_\_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).
- (1) Transferred to Robin E. Kilroy pursuant to the terms of the Second Further Judgement approved by the Los Angeles Superior Court on February 17, 2009. Mr. Kilroy disclaims beneficial ownership resulting from the transfer to Robin E. Kilroy.
- (2) There is no exercise or expiration date related to the Common Limited Partnership Units of Kilroy Realty, L.P.  
Includes (a) 4,348 Common Limited Partnership Units owned by Kilroy Technologies LLC (for which Mr. Kilroy disclaims direct beneficial ownership of such units except to the extent of his respective interest in Kilroy Technologies LLC) and (b) 1,133 Common Limited Partnership Units owned by Kilroy Airport Imperial Company (for which Mr. Kilroy disclaims direct beneficial ownership of such units except to the extent of his respective interest in Kilroy Airport Imperial Company).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: KILROY JOHN B JR - Form 4

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.