

KINSELLA DALE F

Form 4

February 03, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KINSELLA DALE F

(Last) (First) (Middle)

12200 WEST OLYMPIC
BOULEVARD, SUITE 200

(Street)

LOS ANGELES, CA 90064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KILROY REALTY CORP [KRC]

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

02/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|---|---|--|---|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock, par value \$0.01 per share | 02/02/2005 | | M | 5,000 | A \$ 20.375 | 6,403 | D |

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
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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (right to buy) | \$ 20.375 | 02/02/2005 | | M | 5,000 | 02/18/2002 ⁽¹⁾ | 02/18/2009 | Common stock | 5,000 |
| Common Stock Option (right to buy) | \$ 28.5625 | | | | | 02/02/2001 ⁽²⁾ | 02/02/2008 | Common stock | 1,000 |
| Common Stock Option (right to buy) | \$ 20.75 | | | | | 02/18/2003 ⁽³⁾ | 02/18/2010 | Common stock | 5,000 |
| Common Stock Option (right to buy) | \$ 26.51 | | | | | 02/18/2004 ⁽⁴⁾ | 02/18/2011 | Common stock | 5,000 |
| Common Stock Option (right to buy) | \$ 25.77 | | | | | 02/19/2005 ⁽⁵⁾ | 02/19/2012 | Common stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KINSELLA DALE F 12200 WEST OLYMPIC BOULEVARD | X | | | |

SUITE 200
LOS ANGELES, CA 90064

Signatures

/s/ Tyler H. Rose, as attorney-in-fact for Dale F.
Kinsella

02/03/2005

__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) The initial option grant vested in three equal installments on February 18, 2000, 2001 and 2002.
- (2) The initial option grant vested in three equal installments on February 2, 1999, 2000 and 2001.
- (3) The initial option grant vested in three equal installments on February 18, 2001, 2002 and 2003.
- (4) The initial option grant vested in three equal installments on February 18, 2002, 2003 and 2004.
- (5) The initial option grant vests in three equal installments on February 19, 2003, 2004 and 2005.

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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