

KILROY REALTY CORP  
Form 4  
February 02, 2011

**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 \*  
**DICKEY WILLIAM P**

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)  
  
12200 W. OLYMPIC BOULEVARD, SUITE 200  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/02/2011

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

LOS ANGELES, CA 90064

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

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common stock, par value \$0.01 per share | 02/02/2011                           |  | M                              | 5,000 A \$ 26.51  | 5,000   | I  | By Dermot Realty, Ltd. <sup>(1)</sup>                 |
| Common stock, par value \$0.01 per share | 02/02/2011                           |  | M                              | 5,000 A \$ 25.77  | 10,000  | I  | By Dermot Realty, Ltd. <sup>(1)</sup>                 |
| Common stock, par value \$0.01           |                                      |  |                                |   | 36,432.6567   | D  |   |

per share

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option for Common Stock              | \$ 26.51   | 02/02/2011                           |  | M                              | 5,000   | 02/18/2004 <sup>(2)</sup> 02/18/2011                     | Common Stock  | 5,000                      |
| Stock Option for Common Stock              | \$ 25.77   | 02/02/2011                           |  | M                              | 5,000   | 02/19/2005 <sup>(3)</sup> 02/19/2012                     | Common Stock  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DICKEY WILLIAM P<br>12200 W. OLYMPIC BOULEVARD<br>SUITE 200<br>LOS ANGELES, CA 90064 | X             |           |         |       |

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for William P. Dickey 02/02/2011

\_\_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) 100% owned by Mr. Dickey.

(2) The initial option grant vested in three equal installments on February 18, 2002, 2003, and 2004.

(3) The initial option grant vested 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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