

KILROY JOHN B SR  
Form 4  
March 30, 2005

**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 SR

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 WEST OLYMPIC BOULEVARD, SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/29/2005

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 Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common stock, par value \$0.01 per share | 03/29/2005                           |                                                    | P                              |                                                                   | 364,200<br><u>(1)</u>                                                                         | A                                                        | <u>(2)</u>                        |
| Common stock, par value \$0.01 per share |                                      |                                                    |                                |                                                                   | 2,938                                                                                         | D                                                        |                                   |

By Kilroy Industries

Edgar Filing: KILROY JOHN B SR - Form 4

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 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 of Number of Shares                              |
| Common Limited Partnership Units of Kilroy Realty, L.P. | (3)                                                    | 03/29/2005                           |                                                    | P                              | 600,052<br>(1)                                                                          | 01/31/1999 (4)                                           | Common Stock 600,052                                          |
| Common Limited Partnership Units of Kilroy Realty, L.P. | (3)                                                    |                                      |                                                    |                                |                                                                                         | 04/15/1999 (4)                                           | Common Stock 247,602                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                        | Director      | 10% Owner | Officer | Other |
| KILROY JOHN B SR<br>12200 WEST OLYMPIC BOULEVARD<br>SUITE 200<br>LOS ANGELES, CA 90064 | X             |           |         |       |

## Signatures

/s/ Tyler H. Rose, as attorney-in-fact for John B. Kilroy, Sr. 03/29/2005

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) Transfer represents the increase in the beneficial ownership interest in the referenced security as a result of an increase in Mr. Kilroy's interest in Kilroy Industries, the record owner of the referenced securities.
- (2) The reported securities are held by Kilroy Industries. On March 29, 2005, the reporting person purchased the entire outstanding interest in Kilroy Industries that he did not already own. The amount of the purchase price attributable to the reported securities is indeterminate.
- (3) Common Limited Partnership Units of Kilroy Realty, L.P. may be redeemed, at the option of Kilroy Realty Corporation, for shares of Kilroy Realty Corporation common stock on a one-for-one basis.
- (4) There is no expiration date related to the redemption of Common Limited Partnership Units of Kilroy Realty, L.P. for shares of Kilroy Realty Corporation Common Stock.

(5) Includes (a) 4,348 Common Limited Partnership Units owned by Kilroy Technologies LLC (for which Mr. Kilroy disclaims beneficial ownership except to the extent of his interest in Kilroy Technologies LLC), (b) 1,133 Common Limited Partnership Units owned by Kilroy Airport Imperial Co. (for which Mr. Kilroy disclaims beneficial ownership except to the extent of his interest in Kilroy Airport Imperial Co.), and (c) 600,052 Common Limited Partnership Units owned by Kilroy Industries.

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.