Kite John A Form 4 June 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Check this box

obligations may continue.

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Kite John A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

KITE REALTY GROUP TRUST [KRG]

(Check all applicable)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

below) Chairman & CEO

KITE REALTY GROUP TRUST, 30 06/11/2012 S MERIDIAN STREET, SUITE

(Street)

(First)

(Middle)

1100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

INDIANAPOLIS, IN 46204

(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. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Shares	06/11/2012		S	21,481	D	\$ 5.036 (1)	341,564	D		
Common Shares	06/11/2012		S	1,607	D	\$ 5.036	8,393	I	By Spouse	
Common Shares	06/11/2012		J	20,000	A	\$ 0	361,564	D		
Common Shares	06/13/2012		S	26,912	D	\$ 5	334,652	D		

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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 orDerivative 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
Limited Partnership Units of Kite Realty Group, L.P.	\$ 0	06/11/2012		J(2)		20,000	(2)	(2)	Common Shares	520,000
Limited Partnership Units of Kite Realty Group, L.P.	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Shares	114,178
Limited Partnership Units of Kite Realty Group, L.P.	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Shares	1,729,717

Reporting Owners

John A. Kite

**Signature of

Reporting Person

Reporting Owner Name / Address	Relationships					
1 9	Director	10% Owner	Officer	Other		
Kite John A KITE REALTY GROUP TRUST 30 S MERIDIAN STREET, SUITE 1100 INDIANAPOLIS, IN 46204	X		Chairman & CEO			
Signatures						

06/13/2012

Date

Reporting Owners 2

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from from \$5.00 to \$5.21, inclusive. The reporting person undertakes to provide to Kite Realty Group Trust ("Kite"), any security holder of Kite, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Common Shares of beneficial interest, par value \$.01 per share (the "Common Shares") are issued upon the redemption and tender of

 (2) Limited Partnership units ("LP Units") of Kite Realty Group L.P. on a one for one basis. LP Units have no expiration date, and they are all currently redeemable.
- (3) These units are owned by a limited liability company in which Mr. Kite is a partner.
 - LP Units are redeemable for an equal number of Common Shares of Kite Realty Group Trust ("Kite") or, at the election of Kite, cash
- (4) equal to the fair market value of such shares. As noted in Footnote 3 above, units have no expiration date and are all currently redeemable for Common Shares or cash at the election of Kite.

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.