Edgar Filing: KITE REALTY GROUP TRUST - Form 4

KITE REALTY GROUP TRUST

Form 4

February 19, 2016

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 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 *

(First)

2. Issuer Name and Ticker or Trading McGowan Thomas K Symbol

(Middle)

KITE REALTY GROUP TRUST

[KRG]

3. Date of Earliest Transaction

(Month/Day/Year)

KITE REALTY GROUP TRUST, 30 02/17/2016 S MERIDIAN STREET, SUITE

1100

Common

Shares

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

President & COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

02/18/2016

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

Code V Amount (D) Price

1,108 \$ F D 92,555 (1)26.64

(A)

D

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)

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8. I De: Sec (In:

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. Transactic Code (Instr. 8)	5. Number proof 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
Limited Partnership Units of Kite Realty Group, L.P.	<u>(2)</u>	02/17/2016		A(3)	9,176 (3)	(2)	(2)	Common Shares	9,176
Limited Partnership Units of Kite Realty Group, L.P.	(2)					(2)	(2)	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

10% Owner

McGowan Thomas K KITE REALTY GROUP TRUST 30 S MERIDIAN STREET, SUITE 1100 INDIANAPOLIS, IN 46204

President & COO

Other

Officer

Signatures

/s/ Thomas K.

McGowan

**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 disposition represents the surrender of common shares to fund income taxes due upon the vesting of restricted shares.
- Common Shares of beneficial interest, par value of \$.01 per share (the "Common Shares") are issued upon the redemption of Limited

 (2) 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 currently redeemable for Common Shares or cash at the election of Kite Realty Group Trust.
- (3) Represents the LTIP units pursuant to the Kite Realty Group Trust 2013 Equity Incentive Plan. LTIP units will vest in equal amounts on 2/17/17, 2/17/18, 2/17/19, 2/17/20, and 2/17/21.

Reporting Owners 2

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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.