Edgar Filing: KITE REALTY GROUP TRUST - Form 4

KITE REAL Form 4 February 17,	.TY GROUP 7 . 2017	TRUST								
FORM								PROVAL		
-	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549							OMB Number:	3235-0287
Check th if no long subject to Section 1 Form 4 o	STAT 6.	EMENT O	GES IN BENEFICIAL OWNERSHIP (SECURITIES					Expires: January 3 200 Estimated average burden hours per		
Form 5 obligation may cont See Instru 1(b).	response Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						0.5			
(Print or Type I	Responses)									
1. Name and A McGowan T	Symbol	-				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	KITE REALTY GROUP TRUST [KRG]				51					
	(First) LTY GROUP AN STREET, S		(Month/D	ay/Year)	Fransactior	I		Director X Officer (give below) Pres		Owner er (specify
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
INDIANAP	OLIS, IN 462	04						Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivativo	e Secui	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Executio any	ned n Date, if Day/Year)	Code (Instr. 8)	4. Secur ion(A) or I (Instr. 3	Dispose , 4 and (A) or	d 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)	
Common Shares	02/16/2017			F	88 <u>(1)</u>	D	\$ 23.22	85,565	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 displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable and prof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Dei Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Limited Partnership Units of Kite Realty Group, L.P.	(2)	02/16/2017		A <u>(3)</u>	8,720 (<u>3)</u>	(2)	(2)	Common Shares	8,720	
Limited Partnership Units of Kite Realty Group, L.P.	(2)					(2)	<u>(2)</u>	Common Shares	5,000	

Edgar Filing: KITE REALTY GROUP TRUST - Form 4

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
McGowan Thomas K KITE REALTY GROUP TRU 30 S MERIDIAN STREET, S INDIANAPOLIS, IN 46204				President & COO			
Signatures							
/s/ Thomas K. McGowan	02/17/2017						
<u>**</u> Signature of Reporting	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 2/15/2018, 2/15/2019, and 2/15/2020.

Person

Edgar Filing: KITE REALTY GROUP TRUST - Form 4

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.