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American A Form 4/A	Assets Trust, Inc.									
July 08, 201	13									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A Ashington			COMMISSION	N OMB Number:	3235-0287	
Check this box								Expires:	January 31, 2005	
STATEMENT OF CHANGES IN BENEFICIAL OWNER Section 16. Form 4 or							WNERSHIP OF	Estimated burden hou response	average ours per	
Form 5 obligati may con <i>See</i> Inst 1(b).	ons Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 940			
(Print or Type	Responses)									
1. Name and RADY ER	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer						
			Americ	can Assets	s Trust, I	nc. [AAT]	(Check all applicable)			
(Last) (First) (Middle)				of Earliest T	ransaction		V Director V 10% Ourser			
C/O AMEI INC., 1145 SUITE 200	(Month/Day/Year) 01/19/2011			X DirectorX 10% Owner X Officer (give title Other (specify below) below) Executive Chairman						
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year) 01/19/2011			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
SAN DIEC	GO, CA 92130						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab				-	sposed of, or	Beneficially Owner	d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numł Share
Operating Partnership Units (1) (2)	<u>(3)</u>	01/19/2011		J <u>(4)</u>		14,829,990 (2)		03/19/2012	(5)	Common Stock, par value \$0.01	14,8

Reporting Owners

Reporting Owner Name / Address		R		
	Director	rector 10% Owner Officer		Other
RADY ERNEST S C/O AMERICAN ASSETS TRUST, IN 11455 EL CAMINO REAL, SUITE 20 SAN DIEGO, CA 92130	X	Х	Executive Chairman	
Signatures				
/s/ Adam Wyll, Attorney-in-fact	7/08/2013			
<u>**Signature of Reporting Person</u>	Date			

**Signature of Reporting Person

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).
- Represents common units of limited partnership interest ("OP Units") in the Operating Partnership. The Issuer is the general partner of the (1) Operating Partnership. OP Units are redeemable fourteen months from the Transaction Date for cash equal to the then-current market value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

This amendment to Form 4 is filed for the purpose of updating the number of OP Units reported in Table II, Items 5, 7 and 9, to (i) delete 91,276 OP Units reported as held by the Donald R. Rady Trust and (ii) delete 91,252 OP Units reported as held by the Margo Rady Trust,

- (2) as Ernest Rady is no longer the trustee of either of such trusts, and (iii) to reflect the transfer of 125,669 OP Units originally reported as held directly by Ernest Rady, individual, to the Ernest Rady Trust U/D/T March 10, 1983 on July 8, 2013.
- (3) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.

The OP Units were issued either pursuant to (1) contribution agreements with the Issuer or the Operating Partnership, pursuant to which Reporting Person contributed their interests in certain entities that directly or indirectly own properties, to the Issuer, the Operating Partnership or their respective subsidiaries, or (2) merger agreements, where certain entities (interests in which are directly or indirectly

- (4) owned by the Reporting Person) that directly or indirectly own properties merged with and into the Issuer, the Operating Partnership or their respective subsidiaries. The value of the OP Units was \$20.50 per share as of the Transaction Date, based on the price of the common stock of the Issuer at the time of the Issuer's initial public offering.
- (5) Not Applicable.

Amount includes (a) 9,720,409 OP Units held by Ernest Rady Trust U/D/T March 10, 1983, for which the Reporting Person is the trustee; (b) 5,107,577 OP Units held by American Assets, Inc., which is indirectly controlled by the Reporting Person; and (c) 2,004 OP Units

(6) held by Western Insurance Holdings, Inc., which is indirectly controlled by the Reporting Person. The Reporting Person disclaims beneficial ownership of such OP Units, except to the extent of his pecuniary interest therein.

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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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.