McGowan Thomas K Form 4 April 01, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* McGowan Thomas K

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

(Month/Day/Year) 03/31/2005

X\_ Officer (give title Other (specify below) **EVP & COO** 

C/O KITE REALTY GROUP TRUST, 30 S. MERIDIAN STREET, SUITE 1100

(Street)

(First)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transact Code (Instr. 8)	tio	5. Number of Derivative Securities Acquired (ADisposed of (Instr. 3, 4, 5)	A) or f (D)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Limited Partnership Units	(1)	03/31/2005		A		214,049 (2)		03/31/2006	(3)	Common Shares	214,04
Limited Partnership Units	<u>(1)</u>							08/16/2005	(3)	Common Shares	1,276,2
Limited Partnership Units	(1)							08/16/2005	(3)	Common Shares	141,80

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

**EVP & COO** 

# **Signatures**

Thomas K. McGowan 04/01/2005

\*\*Signature of Date
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).
- (1) Units of Kite Realty Group, L.P. are redeemable for an equal number of common shares of the Issuer or, at the election of the Issuer, cash equal to the fair market value of such shares.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest.
- (3) The limited partnership units of Kite Realty Group, L.P. have no expiration date.
- The reporting person acquired the limited partnership units from Kite Realty Group, L.P., a subsidiary of the Issuer. The units were acquired in exchange for real estate having an estimated market value of \$7.2 million in a transaction exempt from Section 16(b) under Rule 16b-3.
- (5) These limited partnership units were previously reported as directly beneficially owned but were transferred to a grantor retained annuity trust on November 15, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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