Edgar Filing: KITE REALTY GROUP TRUST - Form 4

KITE REALTY GROUP TRUST

Form 4

March 27, 2014

FORM 4

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per

Form 5 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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

McGowan Thomas K

Symbol

(Check all applicable)

KITE REALTY GROUP TRUST [KRG]

(Month/Day/Year)

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner X_ Officer (give title Other (specify

President & COO

KITE REALTY GROUP TRUST, 30 03/25/2014

(First)

S MERIDIAN STREET, SUITE

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

below)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

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

6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4)

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

(A)

Transaction(s) (Instr. 3 and 4)

Reported

Code V Price Amount (D)

Common 03/25/2014 Shares

80,000 Α (1)

\$ 0 365,232 D

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pric Deriv Secur (Instr |
|--|---|---|---|---------------------------------------|---|---------------------|--------------------|---|----------------------------------|-------------------------------------|
| | | | | 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> | | | | | (2) | (2) | Common Shares | 649,656 | |
| Limited Partnership Units of Kite Realty Group, L.P. | <u>(2)</u> | | | | | (2) | (2) | Common Shares | 12,898 | |
| Limited Partnership Units of Kite Realty Group, L.P. | <u>(2)</u> | | | | | (2) | (2) | Common Shares | 20,000 | |

Reporting Owners

Relationships **Reporting Owner Name / Address**

> Director 10% Owner Officer Other

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

President & COO

Signatures

Thomas K. 03/27/2014 McGowan **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)

Reporting Owners 2

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Represents an award of restricted shares which will vest over 5 years as follows: 1/5 of the total number of restricted shares vest on each anniversary of the grant date.

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.

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.