

Empire State Realty Trust, Inc.
 Form 4
 March 21, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
KARP DAVID A

(Last) (First) (Middle)

C/O EMPIRE STATE REALTY TRUST, INC., 111 WEST 33RD STREET, 12TH FLOOR

(Street)

NEW YORK, NY 10120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Empire State Realty Trust, Inc. [ESRT]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount	Price	
				Code	V		

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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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
LTIP Units ⁽¹⁾	<u>(1)</u>	03/17/2017		A	38,841 ⁽²⁾	<u>(1)(2)</u> ⁽¹⁾	Class A Common Stock	38,841
LTIP Units ⁽¹⁾	<u>(1)</u>	03/17/2017		A	29,223 ⁽³⁾	<u>(1)(3)</u> ⁽¹⁾	Class A Common Stock	29,223

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARP DAVID A C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120			EVP and CFO	

Signatures

/s/ Debra E. Levin, 03/21/2017
 Attorney-in-Fact

**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) Represents long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.
- (2) These LTIP Units vest 25% ratably on each of the first four anniversaries of January 1, 2017, subject to continued employment through such dates.
- (3) These LTIP Units are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's total return to shareholders during a three-year performance period ending December 31, 2019. Any earned LTIP units will vest 50% on January 1, 2020 and 50% on January 1, 2021, subject to continued employment. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 87,671 LTIP Units also granted on March 17, 2017 that are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against two different industry-specific indices.

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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.
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