

KITE REALTY GROUP TRUST

Form 4

February 16, 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 \*  
Sink Daniel R2. Issuer Name and Ticker or Trading Symbol  
KITE REALTY GROUP TRUST  
[KRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive VP & CFOKITE REALTY GROUP TRUST, 30  
S MERIDIAN STREET, SUITE  
11004. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Shares                   | 02/14/2017                           |                                                    | F                              | (A)<br>or<br>(D)<br>1,645<br>(1)<br>D                             | \$<br>23.9<br>69,353                                                                          | D                                                        |                                   |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 1,000                                                                                         | I                                                        | By Children                       |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 1,250                                                                                         | I                                                        | By Parent                         |

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**SEC 1474  
(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)

| 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 Derivative Security (Instr. 5) |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
| Limited Partnership Units of Kite Realty Group, L.P. | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2) (2)                                                  | Common Shares                                                 | 60,185                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                       |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer               | Other |
| Sink Daniel R<br>KITE REALTY GROUP TRUST<br>30 S MERIDIAN STREET, SUITE 1100<br>INDIANAPOLIS, IN 46204 |               |           | Executive<br>VP & CFO |       |

## Signatures

/s/ Daniel R.  
Sink 02/16/2017

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) 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 \$.01 per share (the "Common Shares") are issued upon the redemption and tender of

(2) Limited 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.

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