

Kite John A
 Form 4
 March 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Kite John A

2. Issuer Name and Ticker or Trading Symbol
 KITE REALTY GROUP TRUST
 [KRG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Last) (First) (Middle)
 KITE REALTY GROUP TRUST, 30
 S MERIDIAN STREET, SUITE
 1100

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2019

INDIANAPOLIS, IN 46204

4. 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

(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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-----------|
| | | | | (A) or (D) | Price | | | | | |
| Common Shares | 02/22/2019 | | M | V | 15,000 <u>(1)</u> | A | \$ 14.24 | 45,929 | D | |
| Common Shares | 02/22/2019 | | F | V | 13,833 <u>(1)</u> | D | \$ 16.04 | 32,096 | D | |
| Common Shares | | | | | | | | 2,098 | I | By Spouse |

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

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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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Share Option (right to buy) | \$ 14.24 | 02/22/2019 | 02/22/2019 | M | 15,000 | 02/22/2014 ⁽²⁾ 02/22/2019 | Common Shares | 15 |
| Limited Partnership Units of Kite Realty Group, L.P. | ⁽³⁾ | | | | | ⁽³⁾ ⁽³⁾ | Common Shares | 792 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kite John A KITE REALTY GROUP TRUST 30 S MERIDIAN STREET, SUITE 1100 INDIANAPOLIS, IN 46204 | X | | Chairman & CEO | |

Signatures

/s/ John A. Kite 03/06/2019

**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).

Exercise of options to acquire 15,000 common shares of beneficial interest, pay value of \$0.01 per share (the "Common Shares"), in Kite Realty Group Trust ("Kite"), with the disposition of 13,833 Common Shares incident to receipt for payment of the exercise price, resulting in net 1,167 Common Shares to holder.

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- (2) 15,000 options granted in 2009 vested over a 5 year period.

Limited Partnership units ("LP Units") in Kite Realty Group L.P. are redeemable for an equal number of Common Shares of beneficial interest, par value of \$0.01 per share, in Kite or, at the election of Kite, cash equal to the fair market value of such shares. LP units have no expiration date.

- (3) interest, par value of \$0.01 per share, in Kite or, at the election of Kite, cash equal to the fair market value of such shares. LP units have no expiration date.

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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