American Assets Trust, Inc.

Form 4

value \$0.01

Common

Stock, par value

| November 1 | 9, 2013 | | | | | | | | | | | |
|---|---|--|---------------------|--|--------------|-------------------------------|---------------|--|---|---|--|--|
| FORM | OMB APPROVAL | | | | | | | | | | | |
| . • | UNITED | STATES | | | | | | OMMISSION | OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Washington, D.C. 20549 Washington, D.C. 20549 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 | | | | | | | | Act of 1934, 1935 or Section | Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5 | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| RADY ERNEST S Symbol | | | | er Name an ean Assets | | | 8 | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (1 | Middle) | | of Earliest T | | _ | , | (Check all applicable) | | | | |
| | LICAN ASSETS ' 5 EL CAMINO R | | (Month/l 11/18/2 | Day/Year) 2013 | | | | _X_ Director _X_ Officer (give below) | _X 10% title Other below) tive Chairman | er (specify | | |
| | (Street) | | 4. If Am | endment, D | ate Origin | al | | 6. Individual or Joi | int/Group Filir | g(Check | | |
| SAN DIEG | O, CA 92130 | | Filed(Mo | nth/Day/Yea | ar) | | | Applicable Line) _X_ Form filed by O Form filed by M | | | | |
| (City) | (State) | (Zip) | m 1 | | D • • | C | | Person | D (* ') | | | |
| . • | | | | | | | _ | ired, Disposed of, | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | 3. Transactic Code (Instr. 8) | | esed of 4 and (A) or | | 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 Beneficial Ownership (Instr. 4) | | |
| Common Stock, par value \$0.01 | 11/18/2013 | | | P | 2,500 | A | \$ 32.3941 | 50,500 | I | By ICW | | |
| Common Stock, par value | | | | | | | | 186,805 | I | By AAI | | |

By ESRT

(3)

27,000

I

\$0.01

| Common Stock, par value \$0.01 | 5,255,772 | I | By ERT |
|---|-----------|---|--------|
| Common Stock, par value \$0.01 | 2,000 | I | By RFF |
| Common Stock, par value \$0.01 | 19,000 | D | |

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

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | |
|-------------|-------------|---------------------|--------------------|-----------|-------|------------|---------------|-------------|---------|----------|-------------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | ction | Number | Expiration Da | ate | Amou | int of | Derivative | |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Under | lying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 | 8) | Derivative | • | | Secur | ities | (Instr. 5) | |
| | Derivative | | | | | Securities | | | (Instr. | 3 and 4) | | |
| | Security | | | | | Acquired | | | | | | |
| | | | | | | (A) or | | | | | | |
| | | | | | | Disposed | | | | | | |
| | | | | | | of (D) | | | | | | |
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | or | | |
| | | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | | Exercisable | Date | | of | | |
| | | | | Code | V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Ketationsinps | | | | | | |
|---------------------------------|---------------|-----------|--------------------|------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Othe | | | |
| RADY ERNEST S | | | | | | | |
| C/O AMERICAN ASSETS TRUST, INC. | v | v | E | | | | |
| 11455 EL CAMINO REAL, SUITE 200 | X X | | Executive Chairman | | | | |
| SAN DIEGO, CA 92130 | | | | | | | |

Reporting Owners 2

Signatures

/s/ Adam Wyll, Attorney-in-fact

11/19/2013

**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 shares held by Insurance Company of the West ("ICW"), which is indirectly controlled by the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2) Represents shares held by American Assets, Inc. ("AAI"), which is indirectly controlled by the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) Represents shares held by Evelyn Shirley Rady Trust U/D/T March 10, 1983 ("ESRT"), for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (4) Represents shares held by Ernest Rady Trust U/D/T March 10, 1983 ("ERT"), for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Represents shares held by Rady Family Foundation dated August 2, 2002 ("RFF"), for which the Reporting Person is the trustee. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.

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