

KITE REALTY GROUP TRUST

Form 4

December 26, 2013

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 *
McGowan Thomas K

2. 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)
President & COO

KITE REALTY GROUP TRUST, 30
S MERIDIAN STREET, SUITE
1100

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/23/2013		C		25,000	A	\$ 0
Common Shares	12/23/2013		X		77,333	A	\$ 3.56
Common Shares	12/23/2013		X		13,417	A	\$ 4.15
Common Shares	12/23/2013		S		133,560	D	\$ 6.5 <u>(1)</u>

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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.

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Limited Partnership Units of Kite Realty Group, L.P.	\$ 0	12/23/2013		C ⁽²⁾		25,000		<u>(2)</u>	<u>(2)</u>	Common Shares	568,64
Limited Partnership Units of Kite Realty Group, L.P.	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Shares	93,905
Limited Partnership Units of Kite Realty Group, L.P.	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common Shares	20,000
Common Share Option (right to buy)	\$ 3.56	12/23/2013		X		77,333		<u>(3)</u>	02/22/2019	Common Shares	77,333
Common Share Option (right to buy)	\$ 4.15	12/23/2013		X		13,417		<u>(4)</u>	02/21/2020	Common Shares	13,417

