

KILROY REALTY CORP  
Form DEFA14A  
April 13, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**KILROY REALTY CORPORATION**

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, If Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**KILROY REALTY CORPORATION**

12200 West Olympic Blvd., Suite 200, Los Angeles, CA 90064

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting**

**to Be Held on Wednesday, May 27, 2009**

*The Proxy Statement, Annual Report and other proxy materials are available at:*

*<http://bnymellon.mobular.net/bnymellon/krc>*

**KILROY REALTY  
CORPORATION**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

**BAR CODE**

**RESTRICTED**

**AREA**

*If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 13, 2009 to facilitate timely delivery.*

Dear Kilroy Realty Corporation Stockholder:

The 2009 Annual Meeting of Stockholders of Kilroy Realty Corporation (the Company) will be held at the Company's principal executive offices, 12200 West Olympic Blvd., Suite 200, Los Angeles, CA 90064 on Wednesday, May 27, 2009, at 9:00 a.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) To consider and act upon a Company proposal to amend the Company's articles of incorporation, as amended and supplemented, to declassify the Company's Board of Directors (the Board);
- (2) If Proposal 1 is approved, to elect six directors to the Board to serve until the annual meeting of stockholders in the year 2010, and until their successors are duly elected and qualify. If Proposal 1 is not approved, to elect two directors to the Board to serve until the annual meeting of stockholders in the year 2012, and until their successors are duly elected and qualify;
- (3) To consider and act upon a Company proposal to amend the Kilroy Realty 2006 Incentive Award Plan; and
- (4) To transact such other business as may properly come before the meeting or any adjournment(s) thereof.

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**The Board recommends a vote FOR Items 1, 2 and 3.**

The Board of Directors has fixed the close of business on March 25, 2009 as the record date (the Record Date ) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

CONTROL NUMBER

**i**

**You may vote your proxy**

**when you view the materials on the Internet.**

**g**

**You will be asked to enter this 11-digit control number**

46743

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting.

**Meeting Location:**

Kilroy Realty Corporation  
12200 West Olympic Blvd., Suite 200  
Los Angeles, CA 90064

**The following materials are available for you to review online:**

the Company's Proxy Statement (including all attachments thereto);  
the Proxy Card;  
the Company Annual Report for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and  
any amendments to the foregoing materials that are required to be furnished to stockholders.

**To request a paper copy of the Proxy Materials,** (you must reference your 11 digit control number)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688),  
Email : **shrrelations@bnymellon.com**  
Internet **http://bnymellon.mobular.net/bnymellon/krc.**

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST  
A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.**

**The Proxy Materials for Kilroy Realty Corporation are available to review at:**

**<http://bnymellon.mobular.net/bnymellon/krc>**

Have this notice available when you request a PAPER copy of the Proxy Materials,

When you want to view your proxy materials online

**OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.**

**VOTE BY INTERNET**

Use the Internet to vote your shares. Have this card in hand when you access the above website.

On the top right hand side of the website click on **Vote Now** to

access the electronic proxy card and vote your shares.