

Kennedy-Wilson Holdings, Inc.

Form 4

March 07, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Number: 3235-0287Expires: January 31,
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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 *
MOUTON KENT Y

(Last) (First) (Middle)

C/O 151 S. EL CAMINO DRIVE

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Kennedy-Wilson Holdings, Inc.
[KW]**3. Date of Earliest Transaction
(Month/Day/Year)
03/03/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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 Stock	03/03/2016		P ⁽¹⁾	1,260 A	\$ 20.26 ⁽²⁾ 533,788	D	
Common Stock	03/04/2016		P ⁽¹⁾	1,320 A	\$ 20.9 ⁽³⁾ 535,108	D	
Common Stock	03/07/2016		P ⁽¹⁾	1,475 A	\$ 20.92 ⁽⁴⁾ 536,583	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOUTON KENT Y C/O 151 S. EL CAMINO DRIVE BEVERLY HILLS, CA 90212	X General Counsel

Signatures

/s/ Kent Mouton 03/07/2016

**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 purchases were effected pursuant to a Rule 10b5-1 trading plan adopted on March 1, 2016 which provides for the purchase of up to 4,800 shares.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.80 to \$20.60, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.34 to \$21.00, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.66 to \$21.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.66 to \$21.00, inclusive.

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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