

KILROY REALTY CORP  
Form 10-K/A  
March 31, 2005

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

Washington, D.C. 20549

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Amendment No. 1

to Form 10-K on

**FORM 10-K/A**

\_\_\_\_\_

(MARK ONE)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-12675

\_\_\_\_\_

# KILROY REALTY CORPORATION

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**95-4598246**  
(I.R.S. Employer

Identification Number)

**12200 W. Olympic Boulevard, Suite 200**

**Los Angeles, California**  
(Address of principal executive offices)

**90064**  
(Zip Code)

**Registrant's telephone number, including area code: (310) 481-8400**

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**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$.01 par value</b>	<b>New York Stock Exchange</b>

**Securities registered pursuant to Section 12(g) of the Act: None**

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

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The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$968,361,059 based on the closing price on the New York Stock Exchange for such shares on June 30, 2004.

As of February 28, 2005, 28,742,839 shares of common stock, par value \$.01 per share, were outstanding.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Proxy Statement with respect to its 2005 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the registrant's fiscal year are incorporated by reference into Part III hereof.

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**EXPLANATORY NOTE**

This amendment to the Form 10-K of Kilroy Realty Corporation is filed to correct the certifications of the Chief Executive Officer and Chief Financial Officer under Rule 13a-14(d) and Rule 15d-14(d), filed as exhibits 31.1 and 31.2. The exhibits 31.1 and 31.2 originally filed inadvertently omitted reference to the company's internal control over financial reporting. The amendment is also filed to update exhibit 23.1 to reflect the corrected consent of Deloitte & Touche, LLP, the company's independent auditors. The exhibit 23.1 originally filed inadvertently omitted reference to the independent auditors attestation report prepared in accordance with Item 308(b) of Regulation S-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 31, 2005.

KILROY REALTY CORPORATION

By:    /s/ ANN MARIE WHITNEY

Ann Marie Whitney

*Senior Vice President and Controller*

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
* <hr/>	Chairman of the Board	March 31, 2005
John B. Kilroy, Sr. <hr/>		
* <hr/>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 31, 2005
John B. Kilroy, Jr. <hr/>		
* <hr/>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 31, 2005
Richard E. Moran Jr. <hr/>		
/s/ ANN MARIE WHITNEY <hr/>	Senior Vice President and Controller (Principal Accounting Officer)	March 31, 2005
Ann Marie Whitney <hr/>		
* <hr/>	Director	March 31, 2005
Edward F. Brennan, Ph.D. <hr/>		
* <hr/>	Director	March 31, 2005
John R. D. Eathe <hr/>		
* <hr/>	Director	March 31, 2005
William P. Dickey <hr/>		
* <hr/>	Director	March 31, 2005

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Matthew J. Hart

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Director

March 31, 2005

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Dale F. Kinsella

\*By: /s/ ANN MARIE WHITNEY

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Ann Marie Whitney

Attorney-in-Fact

**EXHIBIT INDEX**

**Exhibit**

<u>Number</u>	<u>Description</u>
23.1*	Consent of Deloitte & Touche LLP
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

\* Filed herewith