

Keltner Thomas N.
Form 5
February 14, 2018

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Keltner Thomas N.

(Last) (First) (Middle)

C/O EMPIRE STATE REALTY
TRUST, INC., 111 WEST 33RD
STREET, 12TH FLOOR

(Street)

NEW YORK, NY 10120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Empire State Realty Trust, Inc.
[ESRT]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

4. 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)
EVP, Gen. Counsel and Sec.

6. Individual or Joint/Group Reporting

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

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

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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)
					(A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Operating Partnership Units ⁽¹⁾	Â	11/17/2017	Â	G	Â 1,000 (2)	10/07/2014 Â ⁽¹⁾	Class A Common Stock 1,000
Operating Partnership Units ⁽¹⁾	Â	11/17/2017	Â	G	Â 1,000 (2)	10/07/2014 Â ⁽¹⁾	Class A Common Stock 1,000
Operating Partnership Units ⁽¹⁾	Â	11/17/2017	Â	G	Â 1,000 (2)	10/07/2014 Â ⁽¹⁾	Class A Common Stock 1,000
Operating Partnership Units ⁽¹⁾	Â	11/17/2017	Â	G	Â 1,000 (2)	10/07/2014 Â ⁽¹⁾	Class A Common Stock 1,000
Operating Partnership Units ⁽¹⁾	Â	Â	Â	Â	Â Â	10/07/2014 Â ⁽¹⁾	Class A Common Stock 328,71

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Keltner Thomas N. C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120	Â	Â	Â	EVP, Gen. Counsel and Sec.	Â

Signatures

/s/ Debra E. Levin,
Attorney-in-Fact 02/14/2018

__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).

Represents units of limited partnership interests ("OP Units") of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the holder for shares of Class A Common Stock of the Issuer on a one-for-one basis or the cash value of such shares, at the Issuer's option. The right to redeem OP Units does not have an expiration date.

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- (2) Gift of OP Units to daughters and grandchildren, who do not share the reporting person's household.
- (3) OP units held indirectly by the Thomas N. Keltner, Jr. Revocable Trust dtd February 23, 2008, for which the reporting person is trustee.
- (4) Held by the Paula S. Keltner Revocable Trust dtd March 1, 2008, for which the reporting person's wife is the trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.