Edgar Filing: Hendrickson Cathy - Form 4

| Form 4 | 2 | | | | | | | | | | |
|--|---|---------------------------------------|--|--|------------------------|--|--|--|--|---|--|
| FORM | | | COMMISSION | OMB APPROVAL OMB 3235-0287 Number: | | | | | | | |
| Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti See Instru | Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES Section 16(a) of the Securities Exchange Act of 1935 Public Utility Holding Company Act of 1935 or Sec of the Investment Company Act of 1940 | | | | | | Expires:January 31Expires:200Estimated averageburden hours perresponse0. | | | | |
| 1(b). (Print or Type R | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Hendrickson Cathy | | | 2. Issuer Name and Ticker or Trading Symbol Kennedy-Wilson Holdings, Inc. [KWIC] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) C/O 9701 WILSHIRE BLVD., SUITE 700 | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2009 | | | | | _X_ Director10% Owner Officer (give titleOther (specify below)below) | | | |
| | (Street) HILLS, CA 9021 | ndment, Date Original th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securi | ties Ac | Person quired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution any | emed on Date, if 'Day/Year) | | Disposed (Instr. 3, | l (A) o l of (D 4 and (A) or |) 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 Beneficial Ownership (Instr. 4) | |
| Common Stock | 11/13/2009 | | | Code V A | Amount 3,094 | (D) A | Price \$ 0 | 3,094 | D | | |
| Reminder: Repo | ort on a separate line | for each c | lass of secur | ities benefi | cially own | ed dire | ectly 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
| | | | | 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 | | | | |
| Hendrickson Cathy C/O 9701 WILSHIRE E BEVERLY HILLS, CA | Х | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Cathy | | | | | | | | |
| Hendrickson | 11/17/2009 | | | | | | | |
| <u>**</u> 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).

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