

Keltner Thomas N.
 Form 5
 February 04, 2019

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 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

1. Name and Address of Reporting Person *
 Keltner Thomas N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Gen. Counsel and Sec.

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10120

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Operating Partnership Units ⁽¹⁾	Â	02/09/2018	Â	G	63,093 ⁽²⁾	Â	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/09/2018	Â	G	Â	1,000 ⁽⁵⁾	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/09/2018	Â	G	Â	1,000 ⁽⁵⁾	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/09/2018	Â	G	Â	1,000 ⁽⁵⁾	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/09/2018	Â	G	Â	1,000 ⁽⁵⁾	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/09/2018	Â	G	Â	1,000 ⁽⁵⁾	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/15/2018	Â	G	Â	165,000	10/07/2014	Â ⁽¹⁾	Class A Common stock
Operating Partnership Units ⁽¹⁾	Â	10/15/2018	Â	G	165,000	Â	10/07/2014	Â ⁽¹⁾	Class A Common Stock
OP Units ⁽¹⁾	Â	Â	Â	Â	Â	Â	10/07/2014	Â ⁽¹⁾	Class A Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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

Bart S. Goldstein,
Attorney-in-Fact

02/04/2019

__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) 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.

(2) These acquired and now indirectly held Operating Partnership Units were previously reported by the reporting person as directly held LTIP Units, were thereafter converted to directly held Operating Partnership Units as described in footnote 1, and then were transferred to the Trust described in footnote 4.

(3) Reflects minor adjustments in the total ownership of Operating Partnership Units due to ministerial error.

(4) Held by the Thomas N. Keltner, Jr. Revocable Trust dtd February 23, 2008, for which the reporting person is trustee.

(5) Gift of OP Units to daughters and grandchildren, who do not share the reporting person's household.

(6) Held by the Paula S. Keltner Revocable Trust dtd March 1, 2008, for which the reporting person's wife is the trustee.

(7) Held by the Paula S. Keltner Family Trust, for which the reporting person's wife is the trustee.

(8) Held by the Thomas N. Keltner, Jr. Family Trust, for which the reporting person's wife and sister are trustees.

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.