Kessler John B
Form 4
March 29, 2018

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kessler John B

(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. Date of Earliest Transaction (Month/Day/Year)
03/27/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	03/27/2018		A		76,054 (2)		(1)(2)	(1)	Class A Common Stock	76,054	$
LTIP Units (1)	(1)	03/27/2018		A		85,304 (3)		(1)(3)	(1)	Class A Common Stock	85,304	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kessler John B C/O EMPIRE STATE REALTY TRUST, INC. 111 WEST 33RD STREET, 12TH FLOOR NEW YORK, NY 10120			President and COO	

Signatures

/s/ Bart S. Goldstein, Attorney-in-Fact	03/29/2018
**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).
(1)	These represent long term incentive plan units ("LTIP Units"), a class of units of Empire State Realty OP, L.P. (the "Operating Partnership"). Conditioned upon sufficient allocations to the capital accounts of the LTIP Units for federal income tax purposes, LTIP Units are convertible by the reporting person, upon vesting, into an equivalent number of units of limited partnership interests ("Operating Partnership Units") of the Operating Partnership, which are redeemable by the holder for shares of Class A Common Stock of Empire State Realty Trust, Inc. (the "Issuer") on a one-for-one basis or the cash value of such shares, at the Issuer's option. The rights to convert LTIP units into Operating Partnership Units and redeem Operating Partnership Units do not have expiration dates.
(2)	These LTIP Units vest 25% ratably on each of the first four anniversaries of January 1, 2018, subject to continued employment through such dates.
(3)	These LTIP Units are scheduled to vest conditioned on the achievement of certain performance criteria based on the Issuer's total return to shareholders during a three-year performance period ending December 31, 2020. Any earned LTIP units will vest 50% on January 1, 2021 and 50% on January 1, 2022, subject to continued employment. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 255,912 LTIP Units also granted on March 27, 2018 that are scheduled to vest

conditioned on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against two different industry-specific indices.

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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