Empire State Realty Trust, Inc.

Form 4 July 17, 2014

FORM 4

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB 3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MALKIN ANTHONY E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Empire State Realty Trust, Inc.

(Check all applicable)

CEO and President

[ESRT]

07/15/2014

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title below)

_X__ Director

10% Owner Other (specify

C/O EMPIRE STATE REALTY TRUST, INC., ONE GRAND CENTRAL PL, 60 EAST 42ND ST.

4. If Amendment, Date Original Filed(Month/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 Person

NEW YORK, NY 10165

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4) (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount

D

Class B Common 07/15/2014 A Stock, par

(Zip)

3,680 A (2)

51,197 (2)

I

Class B 07/15/2014 Common Stock, par

value \$0.01

value \$0.01

A 75,691 A (2)

\$0 608,972 (2)

By family trusts or entities controlled by the

reporting

1

person (1)

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

SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	es (Month/Day/Year) ed (A) or ed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Operating Partnership Units (3)	(3)	07/15/2014		A	168,946 (2)	07/15/2015	(3)	Class A Common Stock	168,
Operating Partnership Units (3)	(3)	07/15/2014		A	3,518,561 (<u>2)</u>	07/15/2015	<u>(3)</u>	Class A Common Stock	3,518

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Function	Director	10% Owner	Officer	Other		
MALKIN ANTHONY E						
C/O EMPIRE STATE REALTY TRUST, INC. ONE GRAND CENTRAL PL, 60 EAST 42ND ST.	X	CEO and President				
NEW YORK, NY 10165						

Signatures

Thomas N. Keltner, Jr., as attorney-in-fact 07/17/2014

**Signature of Reporting Person Date

Reporting Owners 2

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).
 - Includes shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock") of Empire State Realty Trust, Inc. and Operating Partnership units (the "OP Units") of Empire State Realty OP, L.P. issued to Elizabeth Malkin 2009 Trust; Emily M. Malkin 2010 Trust; Louisa R. Malkin 2010 Trust; Rebecca S. Malkin 2010 Trust; Peter L. Malkin Family 9 LLC; Peter L. Malkin Family 2000
- (1) LLC, Row Jimmy LLC; Born Cross-Eyed LLC; and LarryMae LLC, of which Anthony E. Malkin has sole voting and investment power as sole manager or sole trustee, as applicable, or Anthony E. Malkin and his wife have shared voting and investment power as managers or trustees, as applicable. Anthony E. Malkin disclaims beneficial ownership of such Class B Common Stock and OP Units, except to the extent of his pecuniary interest therein.
- (2) Received by the reporting person in connection with option properties transactions.
 - Represents OP Units of Empire State Realty OP, L.P., of which the Issuer is the sole general partner. OP Units are redeemable by the
- (3) 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.

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.