

Empire State Realty Trust, Inc.
 Form 5
 February 08, 2016

FORM 5

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

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).
 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)
 12/31/2015

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10165

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) (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	Title Amount Number Shares
Operating Partnership Units ⁽¹⁾	Â	03/02/2015	Â	G	Â 2,000 ₍₂₎	10/07/2014 Â ⁽¹⁾	Class A Common Stock 2,000
Operating Partnership Units ⁽¹⁾	Â	12/11/2015	Â	G	Â 2,000 ₍₄₎	10/07/2014 Â ⁽¹⁾	Class A Common Stock 2,000
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			
	Director	10% Owner	Officer	Other
Keltner Thomas N. C/O EMPIRE STATE REALTY TRUST, INC. ONE GRAND CENTRAL PL., 60 E. 42ND ST. NEW YORK, NY 10165	Â	Â	Â Exe. VP, Gen. Counsel and Sec.	Â

Signatures

/s/ Thomas N. Keltner, Jr. 02/08/2016

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

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