

Kennedy-Wilson Holdings, Inc.
 Form 4
 March 07, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCMORROW WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
**Kennedy-Wilson Holdings, Inc.
 [KW]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

C/O 151 S. EL CAMINO DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BEVERLY HILLS, CA 90212

(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 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	(D)	Price
Common Stock					2,130,760	D	
Common Stock	03/03/2016		P ⁽¹⁾		26,233	A	\$ 20.26 ⁽²⁾
Common Stock	03/04/2016		P ⁽¹⁾		27,484	A	\$ 20.9 ⁽³⁾

By William J. McMorrow Revocable Trust

By William J. McMorrow Revocable Trust

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Common Stock	03/07/2016	P ⁽¹⁾	30,721	A	\$ 20.92 (4)	11,770,332	I	By William J. McMorrow Revocable Trust
Common Stock						8,443	I	By John & Sons Retirement Trust
Common Stock						90,851	I	By wife
Common Stock						387,821	I	By son

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

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(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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
MCMORROW WILLIAM J C/O 151 S. EL CAMINO DRIVE BEVERLY HILLS, CA 90212	X	X	CHIEF EXECUTIVE OFFICER	

Signatures

/s/ William J.
McMorrow

03/07/2016

__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) The purchases were effected pursuant to a Rule 10b5-1 trading plan adopted on March 1, 2016 which provides for the purchase of up to 100,000 shares.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.80 to \$20.60, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.34 to \$21.00, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$20.66 to \$21.00, inclusive.

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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