

Kennedy-Wilson Holdings, Inc.  
 Form 4  
 December 05, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 C/O 9701 WILSHIRE  
 BOULEVARD, SUITE 700  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/03/2014

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

BEVERLY HILLS, CA 90212

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

(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 or Disposed of (A) or (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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,860,357	D	
Common Stock	12/03/2014		G	V <u>25,000</u> <sup>(1)</sup> D \$ 0	11,894,569	I	By William J. McMorrow Revocable Trust
Common Stock	12/03/2014		G	V <u>19,250</u> <sup>(2)</sup> D \$ 0	11,875,319	I	By William J. McMorrow Revocable

Common Stock	12/03/2014	G	V	<u>5,800</u> (2)	D	\$ 0	11,869,519	I	Trust By William J. McMorrow Revocable Trust
Common Stock	12/03/2014	G	V	<u>1,925</u> (2)	D	\$ 0	11,867,594	I	Trust By William J. McMorrow Revocable Trust
Common Stock	12/03/2014	G	V	<u>25,000</u> (1)	A	\$ 0	387,821	I	By son
Common Stock							90,851	I	By wife
Common Stock							8,443	I	By John & Sons Retirement Trust

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

