

Kennedy-Wilson Holdings, Inc.
 Form 4
 July 23, 2013

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

OMB APPROVAL

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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)
07/19/2013

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. 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)
Common Stock					1,246,595	D	
Common Stock	07/19/2013		S ⁽¹⁾	24,071 D	\$ 17.9 <u>(2)</u> 12,193,298	I	By William J. McMorrow Revocable Trust
Common Stock	07/22/2013		S ⁽¹⁾	56,703 D	\$ 17.8 <u>(3)</u> 12,136,595	I	By William J. McMorrow Revocable

Common Stock	Transaction Date	Code	Quantity	Deemed	Price	Value	Disposition	Trust
Common Stock	07/23/2013	S ⁽¹⁾	20,213	D	\$ 17.84 ⁽⁴⁾	12,116,382	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	07/19/2013	S ⁽⁵⁾	12,036	D	\$ 17.9 ⁽⁶⁾	440,785	I	By son
Common Stock	07/22/2013	S ⁽⁵⁾	28,351	D	\$ 17.8 ⁽⁷⁾	412,434	I	By son
Common Stock	07/23/2013	S ⁽⁵⁾	10,106	D	\$ 17.84 ⁽⁸⁾	402,328	I	By son

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

