

KIMCO REALTY CORP  
Form 4  
February 18, 2014

**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 \*  
**HENRY DAVID**

(Last) (First) (Middle)

3333 NEW HYDE PARK ROAD

(Street)

NEW HYDE PARK, NY 11042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KIMCO REALTY CORP [KIM]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/13/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO, President**

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

**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 or (D) Price		
Common Stock	02/13/2014		F		1,112 (1) \$ 21.37	D	
Common Stock	02/13/2014		A		12,800 (2) \$ 0	D	
Common Stock	02/13/2014		M		55,000 (3) \$ 0	D	
Common Stock	02/13/2014		A		7,590 (4) \$ 0	D	
Common Stock	02/16/2014		F		5,779 (1) \$ 21.68	D	

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Common Stock	02/17/2014	F	4,886 (1)	D	\$ 21.68	378,715	D	
Common Stock						49,436	I	by 401(k)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 0	02/13/2014		M		12/31/2013	12/31/2013	Common Stock	55,000 (3)
Common Stock	\$ 0	02/13/2014		A		12/31/2014	12/31/2016	Common Stock	51,200 (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY DAVID 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042			CEO, President	

## Signatures

/s/ David B. Henry                      02/18/2014

\_\_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) Net share settlement of tax liability associated with the vesting of restricted stock.

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- (2) These shares vest in four equal annual installments beginning on February 13, 2015.

Represents shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the Company's peer group and the National Association of Real Estate Investment Trust retail peers, pursuant to the reporting person's grant of Performance Shares of February 13, 2013.

- (3) Represents additional shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the Company's peer group and the National Association of Real Estate Investment Trust retail peers, pursuant to the reporting person's grant of Performance Shares on February 13, 2013.

The Performance Shares vest in three equal annual installments beginning on December 31, 2014, subject to increase or forfeiture based on the attainment of certain performance criteria relative to the Company's peer group and the National Association of Real Estate Investment Trust retail peers. Vested Performance Shares will be delivered as restricted stock.

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.