

KIMCO REALTY CORP
Form 4
February 18, 2015

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 *
Flynn Conor C

(Last) (First) (Middle)

C/O KIMCO REATLY CORP., 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)

02/13/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President, COO and CIO

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2015 | | A | | 8,950 (1) | A | \$ 0 213,603 D |
| Common Stock | 02/13/2015 | | A | | 12,658 (2) | A | \$ 0 226,261 D |
| Common Stock | 02/13/2015 | | A | | 2,960 (3) | A | \$ 0 229,221 D |
| Common Stock | 02/13/2015 | | F | | 9,517 | D | \$ 26.83 219,704 D |
| Common Stock | 02/16/2015 | | F | | 2,177 | D | \$ 26.83 217,527 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|-----------|
| Common Stock | 02/17/2015 | F | 1,815 | D | \$ 26.76 | 215,712 | D | |
| Common Stock | | | | | | 2,068 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flynn Conor C C/O KIMCO REATLY CORP. 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042 | | | President, COO and CIO | |

Signatures

/s/ Conor C. Flynn
Date: 02/18/2015

**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).

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- (1) These shares vest in four equal annual installments beginning on February 13, 2016.

Represents shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the Company's

- (2) peer group and the National Association of Real Estate Investment Trust retail peers, pursuant to the reporting persons grant of Performance Shares of February 13, 2014.

Represents additional shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the

- (3) Company's peer group and the National Association of Real Estate Investment Trust retail peers, pursuant to the reporting persons grant of Performance Shares on February 13, 2014.

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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