

KIMCO REALTY CORP  
Form 4  
May 10, 2016

**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 \*  
Flynn Conor C

(Last) (First) (Middle)

C/O KIMCO REALTY 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)  
05/09/2016

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)  
President and CEO

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	(A) or (D)	Price		
Common Stock	05/09/2016		M		20,000	A	\$ 11.54	447,826	D
Common Stock	05/09/2016		M		7,000	A	\$ 15.64	454,826	D
Common Stock	05/09/2016		M		13,000	A	\$ 18.85	467,826	D
Common Stock	05/09/2016		M		15,600	A	\$ 18.78	483,426	D
Common Stock	05/09/2016		M		2,700	A	\$ 24.12	486,126	D

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Common Stock	05/09/2016	S	58,300	D	\$ 29.7206 <u>(1)</u>	427,826	D	
Common Stock	03/30/2016	G <sup>(2)</sup>	V 194.126	A	\$ 0	194.126	I	by Son <sup>(2)</sup>
Common Stock						2,188.7671	I	By 401(K)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.54	05/09/2016		M	20,000	08/06/2013 08/06/2019	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 15.64	05/09/2016		M	7,000	03/18/2014 03/18/2020	Common Stock 7,000
Employee Stock Option (Right to Buy)	\$ 18.85	05/09/2016		M	13,000	02/17/2015 02/17/2021	Common Stock 13,000
Employee Stock Option (Right to Buy)	\$ 18.78	05/09/2016		M	15,600	02/16/2016 02/16/2022	Common Stock 15,600

Employee Stock Option (Right to Buy)	\$ 24.12	05/09/2016	M	2,700	05/20/2015	05/20/2023	Common Stock	2,700
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn Conor C C/O KIMCO REALTY CORP. 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042	X		President and CEO	

## Signatures

/s/ Conor Flynn                      05/10/2016

\*\*Signature of                      Date  
Reporting Person

## 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.70 to \$29.77 inclusive.
- (2) This transaction involved a gift of securities to the reporting person's son, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for the purposes of Section 16 or for any other purpose.

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.