

COHEN GLENN GARY  
Form 4  
February 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
COHEN GLENN GARY

(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)  
02/17/2011

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)

EVP - CFO and Treasurer

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 Ownership (Instr. 4)
Kimco Realty Corp. Common Stock par value \$0.01 per share <sup>(1)</sup>	02/17/2011		A	(A) 17,760 or (D) <u>(2)</u>	A \$ 0 58,958	D	

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

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SEC 1474 (9-02)

number.

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option to purchase Common Stock par value \$0.01 per share	\$ 18.85	02/17/2011		A	6,100	02/17/2012 02/17/2021	Kimco Realty Corp. Common Stock par value \$0.01 per share
Option to purchase common stock par value \$0.01 per share	\$ 18.85	02/17/2011		A	6,100	02/17/2013 02/17/2021	Kimco Realty Corp. Common Stock par value \$0.01 per share
Option to purchase common stock par value \$0.01 per share	\$ 18.85	02/17/2011		A	6,100	02/17/2014 02/17/2021	Kimco Realty Corp. Common Stock par value \$0.01 per share
Option to purchase common stock par value \$0.01 per share	\$ 18.85	02/17/2011		A	6,100	02/17/2015 02/17/2021	Kimco Realty Corp. Common Stock par value \$0.01 per share
	\$ 0 <sup>(3)</sup>	02/17/2011		A	24,400	12/31/2011 <sup>(4)</sup> 12/31/2011	

Performance  
Shares

Kimco  
Realty  
Corp.  
Common  
Stock par  
value  
\$0.01 per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN GLENN GARY 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042			EVP - CFO and Treasurer	

## Signatures

/s/ Glenn G. Cohen                      02/18/2011

                                Date  
\*\*Signature of 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).
- On March 18, 2010 and August 4, 2010, the reporting person was granted a total of 14,800 performance shares, providing for the grant of shares of restricted stock in 2011 based on the Company's total stockholder return in 2010 relative to the Company's peer group and National Association of Real Estate Investment Trusts Retail peers. Based on these performance criteria for 2010, the reporting person was granted 17,760 shares of restricted stock.
- (1) National Association of Real Estate Investment Trusts Retail peers. Based on these performance criteria for 2010, the reporting person was granted 17,760 shares of restricted stock.
  - (2) These shares vest 1/3 per year in 2012, 2013 and 2014.
  - (3) Each performance share award provides for the grant of shares of restricted stock in the year following the performance year based on the Company's total stockholder return in the performance year relative to the Company's peer group and National Association of Real Estate Investment Trusts Retail peers.
  - (4) The Company's Executive Compensation Committee will determine the amount of the performance shares vested after the performance year ends on 12/31/2011.

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.