

KIMCO REALTY CORP
Form 4
February 17, 2016

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 *
COOPER MILTON

(Last) (First) (Middle)

C/O KIMCO REALTY CORP, 3333
NEW HYDE PARK RD STE 100

(Street)

HYDER 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)

02/13/2016

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)
Executive Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/13/2016 | | A | (A) or (D) Amount 15,210 (1) | \$ 0 9,380,212 (2) | D | |
| Common Stock | 02/13/2016 | | A | (A) or (D) Amount 16,913 (3) | \$ 0 9,397,125 | D | |
| Common Stock | 02/13/2016 | | A | (A) or (D) Amount 7,634 (4) | \$ 0 9,404,759 | D | |
| Common Stock | | | | | 39,151.3393 | I | By 401(K) |
| Common Stock | | | | | 248,896 | I | By Trust (2) (5) |

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| | | | |
|--------------|---------|---|-------------------------|
| Common Stock | 250,000 | I | By Trust ⁽⁶⁾ |
| Common Stock | 5,738 | I | By IRA |
| Common Stock | 107,500 | I | By Foundation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER MILTON C/O KIMCO REALTY CORP 3333 NEW HYDE PARK RD STE 100 HYDER PARK, NY 11042 | X | | Executive Chairman | |

Signatures

/s/ Milton Cooper 02/17/2016

**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) These shares vest in four equal annual installments beginning on February 13, 2017.

(2) Reflects an in-kin distribution to the reporting person by the Charitable remainder unitrust of which the reporting person's spouse is trustee.

Represents shares of restricted stock awarded as a result of the Company having met 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 person's grant of Performance Shares on February 13, 2014.

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

(4) 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, 2014.

The reporting person disclaims beneficial ownership of the securities in the charitable remainder unitrust of which the reporting person's

(5) spouse is trustee, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose.

The reporting person disclaims beneficial ownership of the securities in the charitable remainder annuity trust of which the reporting

(6) person's spouse is trustee, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for 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.

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