KIMCO REALTY CORP

Form 4

February 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * COOPER MILTON

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

KIMCO REALTY CORP [KIM]

(Check all applicable) 3. Date of Earliest Transaction

(Month/Day/Year)

02/13/2016

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

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

(Street)

(First)

(Middle)

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

6. Individual or Joint/Group Filing(Check

Executive Chairman

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HYDER PARK, NY 11042

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Ac	equired, Disposed	of, or Benefic	ially 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)	Fransaction(A) or Disposed of Code (D)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	m: Beneficial ect (D) Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/13/2016		A	15,210 (1)	A	\$ 0	9,380,212 (2)	D		
Common Stock	02/13/2016		A	16,913 (3)	A	\$ 0	9,397,125	D		
Common Stock	02/13/2016		A	7,634 (4)	A	\$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.

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transa		5. Number	6. Date Exerc Expiration Da		7. Titl Amou		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monui/Day/Tear)	any (Month/Day/Year)	Code (Instr.	8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under Securi	lying	Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

10% Owner	0.60	
	Officer	Other
	Executive Chairman	
	J% Owner	

Signatures

Reporting Person

/s/ Milton	02/17/2016		
Cooper	02/1//201		
**Signature of	Date		

Reporting Owners 2

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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 theses 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. 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.