

KIMCO REALTY CORP

Form 4

February 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 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	02/13/2015		A	Amount (1) 8,950	A \$ 0 213,603	D	
Common Stock	02/13/2015		A	Amount (2) 12,658	A \$ 0 226,261	D	
Common Stock	02/13/2015		A	Amount (3) 2,960	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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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Conor C.
Flynn
02/18/2015
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).

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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 Companys 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.

- (2) Represents additional shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the Companys 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.
- (3) Represents additional shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the Companys 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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