

COOPER MILTON
Form 4
February 15, 2013

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)

02/13/2013

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/13/2013		M		35,924 (1) (2)	A	\$ 0 9,841,863 D
Common Stock	02/13/2013		A		12,300 (3)	A	\$ 0 9,854,163 D

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0	02/13/2013		M	35,924	12/31/2012	12/31/2012	Common Stock
Performance Shares	\$ 0	02/13/2013		D	17,376 ⁽¹⁾	12/31/2012	12/31/2012	Common Stock
Performance Shares	\$ 0	02/13/2013		A	49,200 ⁽⁴⁾	12/31/2013 ⁽⁵⁾	12/31/2013	Common Stock

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

02/15/2013

**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).

- On February 16, 2012 the reporting person was granted a total of 53,300 performance shares, providing for the grant of shares of restricted stock in 2013 based on the Company's total stockholder return in 2012 relative to the Company's peer group and National Association of Real Estate Investment Trust Retail peers. Based on these performance criteria for 2012, the reporting person was granted 35,924 shares of restricted stock and 17,376 performance shares were cancelled by the Company.
- (1) These shares vest 1/3 per year in 2014, 2015 and 2016.
 - (2) The shares issued are Restricted Stock. These shares vest 1/4 per year in 2014, 2015, 2016 and 2017.

Each performance share award provides for the grant 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 the National Association of Real Estate Investment Trust Retail peers.

(5)

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The Company's Executive Compensation Committee will determine the amount of the performance shares vested after the performance year ends on 12/31/2013.

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.