

KIMCO REALTY CORP

Form 4

February 15, 2017

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

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(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 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)

02/13/2017

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	02/13/2017		A	Amount (1) 27,193	(A) or (D) A \$ 0	9,431,952	D
Common Stock	02/13/2017		A	Amount (2) 3,218	(A) or (D) A \$ 0	9,435,170	D
Common Stock	02/13/2017		A	Amount (3) 46,782	(A) or (D) A \$ 0	9,481,952	D
Common Stock	02/13/2017		A	Amount (3) 15,970	(A) or (D) A \$ 0	9,497,922	D
Common Stock	02/13/2017		A	Amount (3) 3,049	(A) or (D) A \$ 0	9,500,971	D

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Common Stock	02/15/2017	P	5,000	A	\$ 24,0691	35,605	I	By Spouse
Common Stock						39,151	I	By 401(K)
Common Stock						248,896	I	By Trust ⁽⁴⁾ ₍₅₎
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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(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
	Director 10% Owner Officer Other
COOPER MILTON C/O KIMCO REALTY CORP. 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042	X Executive Chairman

Signatures

/s/ Milton
Cooper

02/15/2017

__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).

Represents shares of restricted stock awarded as a result of the Company having met certain performance criteria relative to the 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 and 2015.

Represents shares of restricted stock awarded as a result of the Company exceeding certain performance criteria relative to the 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 and 2015.

(3) These Shares vest in full on February 13, 2021.

(4) Reflects an in-kind distribution to the reporting person by the charitable remainder unitrust of which the reporting person's spouse is trustee.

The reporting person disclaims beneficial ownership of the securities in the charitable remainder unitrust of which the reporting 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 the purpose of Section 16 or for any other purpose.

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