

MCKEE MICHAEL D

Form 4

May 10, 2005

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

OMB APPROVAL

OMB  
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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 \*  
MCKEE MICHAEL D

(Last) (First) (Middle)

220 WEST CREST STREET

(Street)

ESCONDIDO, CA 92025-1707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
REALTY INCOME CORP [O]3. Date of Earliest Transaction  
(Month/Day/Year)  
05/10/20054. 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)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)
			Code	V	Amount	(A) or (D) Price			
Common stock	05/09/2005	05/09/2005	J		800	A \$ 0 <u>(2)</u>	28,000	I	Trust <u>(1)</u>
Common Stock	05/10/2005	05/10/2005	J		4,000	A \$ 0 <u>(2)</u>	32,000	I	Trust <u>(1)</u>
Common Stock	05/09/2005	05/09/2005	J		800	D \$ 0 <u>(2)</u>	16,000	D	
Common Stock	05/10/2005	05/10/2005	J		4,000	D \$ 0 <u>(2)</u>	12,000	D	
Common Stock	05/10/2005	05/10/2005	J		4,000	A \$ 0 <u>(3)</u>	16,000	D	

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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. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common stock	\$ 12.69							06/12/1998	06/12/2007	Common stock	10,000
Common stock	\$ 13.03							05/05/1999	05/05/2008	Common stock	10,000
Common stock	\$ 11.78							05/05/2000	05/05/2009	Common stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCKEE MICHAEL D 220 WEST CREST STREET ESCONDIDO, CA 92025-1707	X

## Signatures

/s/ Michael D.  
McKee 05/10/2005

\*\*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) The McKee Family Trust

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- (2) Shares transferred to the McKee Family Trust from Mr. McKee.
- (3) Shares granted through an incentive plan, no consideration was paid.

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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