PFEIFFER MICHAEL R

Form 4 May 06, 2013

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * PFEIFFER MICHAEL R

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REALTY INCOME CORP [O]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2013

Director 10% Owner _ Other (specify

(Check all applicable)

_X__ Officer (give title below) Executive VP, GC and Secretary

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

ESCONDIDO, CA 92025

600 LA TERRAZA BLVD.

(City)	(State) (Zip) Table	e I - Nor	ı-D	erivative (Secur	ities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2013		Code S	V	Amount 3,500	or (D) D	Price \$ 51.18	(Instr. 3 and 4) 108,123	D	
Common Stock	05/02/2013		G	V	120	D	\$ 0 (2)	108,003 (1)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)		or Exercise Price of Derivative Security	(inchail Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) e		Underlying Securities (Instr. 3 and 4)	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

PFEIFFER MICHAEL R 600 LA TERRAZA BLVD. ESCONDIDO, CA 92025

Executive VP, GC and Secretary

Signatures

Reporting Person

/s/ Michael R.

Pfeiffer 05/06/2013 **Signature of 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).
 - Of the 108,003 shares shown in Table I, Box 5, Mr. Pfeiffer's ex-wife is entitled to 5,143 restricted shares of common stock which will be transferred to his ex-wife upon vesting pursuant to a domestic relations order, and over which he disclaims any beneficial ownership or pecuniary interest.
- (2) Shares were gifted and no consideration was received.

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.

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