

COOPER MILTON
Form 4
March 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
KIMCO REALTY CORP [KIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KIMCO REALTY CORP, 3333
NEW HYDE PARK RD STE 100

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

(Street)
HYDER PARK, NY 11042

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	An or Nu of
			Code	V (A) (D)				
Option to purchase common stock par value \$0.01 per share	\$ 15.64	03/18/2010	A	10,725	03/18/2011	03/18/2020	Kimco Realty Corp. Common Stock par value \$0.01 per share	10
Option to purchase common stock par value \$0.01 per share	\$ 15.64	03/18/2010	A	10,725	03/18/2012	03/18/2020	Kimco Realty Corp. Common Stock par value \$0.01 per share	10
Option to purchase common stock par value \$0.01 per share	\$ 15.64	03/18/2010	A	10,725	03/18/2013	03/18/2020	Kimco Realty Corp. Common Stock par value \$0.01 per share	10
Option to purchase common stock par value \$0.01 per share	\$ 15.64	03/18/2010	A	10,725	03/18/2014	03/18/2020	Kimco Realty Corp. Common Stock par value \$0.01 per share	10
Performance Shares	\$ 0 ⁽¹⁾	03/18/2010	A	42,900	12/31/2010 ⁽²⁾	12/31/2010	Kimco Realty Corp. Common Stock par value \$0.01 per share	42

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
03/22/2010

**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).
- Each performance share award will provide for the grant of shares of restricted stock in the year following the performance year based on
- (1) the Company's total stockholder return in the performance year relative to the Company's peer group and National Association of Real Estate Investment Trusts retail peers.
 - (2) The Company's Executive Compensation Committee will determine the amount of the performance shares vested after the performance year ends on 12/31/2010.

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.