

COHEN GLENN GARY
Form 4
February 17, 2012

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 *
COHEN GLENN GARY

(Last) (First) (Middle)

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)

02/16/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

EVP-CFO AND TREASURER

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 (D) Price | | |
| Kimco Realty Corp. Common Stock par value \$0.01 per share ⁽¹⁾ | 02/16/2012 | | A | | 18,642 ₍₂₎ | A | \$ 0 77,600 D |
| Kimco Realty Corp. Common Stock par | 02/16/2012 | | A | | 9,450 ₍₃₎ | A | \$ 0 87,050 D |

value \$0.01
per share

Kimco
Realty
Corp.

Common 02/16/2012 A 50,000⁽⁴⁾ A \$ 0 137,050 D
Stock par
value \$0.01
per share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares | \$ 0 ⁽⁵⁾ | 02/16/2012 | | A | 37,800 | 12/31/2012 ⁽⁶⁾ 12/31/2012 | Kimco Realty Corp. Common Stock par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN GLENN GARY 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042 | | | EVP-CFO AND TREASURER | |

Signatures

/s/ Glenn G.
Cohen

02/17/2012

__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) On February 17, 2011 the reporting person was granted a total of 24,400 performance shares, providing for the grant of shares of restricted stock in 2012 based on the Company's total stockholder return in 2011 relative to the Company's peer group and National Association of Real Estate Investment Trust Retail peers. Based on these performance criteria for 2011, the reporting person was granted 18,642 share of restricted stock.

(2) These shares vest 1/3 per year in 2013, 2014 and 2015.

(3) The shares issued are Restricted Stock. These shares vest 1/4 per year in 2013, 2014, 2015 and 2016.

(4) These shares issued are restricted stock. These shares vest 20% each year beginning 2/16/18, 2/16/19, 2/16/20, 2/16/21 and 2/16/22.

(5) Each performance share award provides for the grant of shares 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 Trusts Retail peers.

(6) The Company's Executive Compensation Committee will determine the amount of the performance shares vested after the performance year ends on 12/31/2012.

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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