

KIMCO REALTY CORP  
Form 4  
February 15, 2017

**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 \*  
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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/13/2017		A		27,193 (1)	A	\$ 0 9,431,952 D
Common Stock	02/13/2017		A		3,218 (2)	A	\$ 0 9,435,170 D
Common Stock	02/13/2017		A		46,782 (3)	A	\$ 0 9,481,952 D
Common Stock	02/13/2017		A		15,970 (3)	A	\$ 0 9,497,922 D
Common Stock	02/13/2017		A		3,049	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 <sup>(4)</sup> <sub>(5)</sub>
Common Stock						250,000	I	By Trust <sup>(6)</sup>
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.

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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  
(1) 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  
(2) 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  
(5) 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  
(6) 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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