

HENRY DAVID
Form 4
February 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
HENRY DAVID

(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
 Officer (give title below) ___ Other (specify below)

CEO, PRESIDENT

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Kimco Realty Corp. Common Stock par value \$0.01 per share ⁽¹⁾ | 02/16/2012 | | A | | 33,081 ⁽²⁾ A \$ 0 269,683 | D | |
| Kimco Realty Corp. Common Stock par | 02/16/2012 | | A | | 15,550 ⁽³⁾ A \$ 0 285,233 ⁽⁶⁾ | D | |

value \$0.01
per share

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

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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 ⁽⁴⁾ | 02/16/2012 | | A | 62,200 | 12/31/2012 ⁽⁵⁾ 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 |
| HENRY DAVID 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042 | | | CEO, PRESIDENT | |

Signatures

/s/ David B. Henry
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).

On February 17, 2011 the reporting person was granted a total of 43,300 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 33,081 shares of restricted stock.

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

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

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.

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

(4) Reported Amounts do not include 43,972 shares held in Mr. Henry's 401(K) account.

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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