

REALTY INCOME CORP
Form 8-K
January 27, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

January 26, 2009

Date of Report (Date of earliest event reported)

REALTY INCOME CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Maryland (State or Other Jurisdiction of Incorporation) | 1-13374 (Commission File Number) | 33-0580106 (IRS Employer Identification Number) |
|---|--|--|

600 La Terraza Boulevard, Escondido, California 92025
(Address of principal executive offices) (Zip Code)

(760) 741-2111
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 26, 2009, Realty Income Corporation (the “Company”) announced that its non-executive chairman, William E. Clark, will retire from the Board of Directors effective after the Board of Director’s regularly scheduled meeting on February 10, 2009. The Company also stated that the Corporate Governance and Nominating Committee has recommended, and the Board of Directors has elected, Donald R. Cameron as the new non-executive chairman effective upon Mr. Clark’s retirement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated January 26, 2009.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REALTY INCOME CORPORATION

Date: January 27, 2009

By: /s/ MICHAEL R. PFEIFFER
Name: Michael R. Pfeiffer
Title: Executive Vice President,
General Counsel and Secretary

INDEX TO EXHIBITS

Exhibit

| No. | Description |
|------|---------------------------------------|
| 99.1 | Press Release dated January 27, 2009. |