#### **COOPER MILTON**

Form 4

December 23, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* COOPER MILTON

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

KIMCO REALTY CORP [KIM]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_ Director

10% Owner

C/O KIMCO REALTY CORP, 3333

12/14/2011

X\_ Officer (give title below)

Other (specify below)

NEW HYDE PARK RD STE 100

(Street)

**Executive Chairman** 

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Code V

Applicable Line)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

HYDER PARK, NY 11042

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acq	quired, Disposed	of, or Benefici	ally Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	T	(I.,	

Amount

Transaction(s) (Instr. 4) or

(D) Price

(Instr. 3 and 4)

Kimco

Realty Corp.

Common 12/14/2011 Stock par

 $G_{(1)}^{(1)}$  V 150,000 D 10.293,715 \$0

value

\$0.01 per share

Kimco 12/14/2011  $G^{(1)}$  V 150.000 A \$0 10,443,715 By The

Cooper Family

Realty Corp. Common

Foundation

D

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Stock par value \$0.01 per shares								
Kimco Realty Corp. Common Stock par value \$0.01 per share	12/14/2011	G	V	6,000	D	\$0	10,437,715	D
Kimco Realty Corp. Common Stock par value \$0.01 per share	12/20/2011	G	V	9,600	D	\$0	10,428,115	D

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Derivative	e		Secur	ities	(Instr. 5)	J
		Derivative				Securities	Securities		(Instr	tr. 3 and 4)		(
		Security				Acquired						]
		·				(A) or						]
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration	Title Number				
							Exercisable Date					
								2		of		
					Code V	/ (A) (D)				Shares		

# **Reporting Owners**

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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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 12/23/2011 Cooper

\*\*Signature of Date
Reporting Person

## **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).

This transcation involved a gift of securities by the reporting person to The Cooper Family Foundation, of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the shares held by The Cooper Family Foundation and this report

(1) should not be deemed an admission that the reporting person is the beneficial owner of these shares for the purposes of Section 16 or for

should not be deemedan admission that the reporting person is the beneficial owner of these shares for the 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. 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.

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