

KIMCO REALTY CORP  
Form 8-K  
May 21, 2012

**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**

**Date of Report (Date of earliest event reported) May 21, 2012**

**Kimco Realty Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-10899**  
(Commission  
File Number)

**13-2744380**  
(IRS Employer  
Identification No.)

**3333 New Hyde Park Road, Suite 100**  
**New Hyde Park, NY 11042**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (516) 869-9000**

**Not Applicable**

(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 (see General Instruction A.2. below):

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))

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**Item 8.01 Other Events.**

On May 21, 2012, Kimco Realty Corporation (the Company) filed with the United States Securities and Exchange Commission (SEC) a prospectus supplement, relating to 1,000,000 shares of the Company's common stock that may be offered pursuant to the Company's Dividend Reinvestment and Direct Stock Purchase Plan (the Plan), to the base prospectus contained in its automatic shelf registration statement on Form S-3 filed with the SEC on April 19, 2012 (File No. 333-180833). The prospectus supplement reflects Wells Fargo Bank, N.A.'s (Wells Fargo) replacement of Computershare Trust Company, N.A. (Computershare) as the Company's administrator of the Plan (the Plan Administrator). The change in Plan Administrator was made in connection with the Company's change in transfer agent from Computershare to Wells Fargo effective May 21, 2012.

This Current Report on Form 8-K is being filed to present certain exhibits that shall be incorporated by reference into the registration statement.

**Item 9.01. Financial Statements and Exhibits.**

(d)

Exhibits

**Exhibit**  
**No.**

**Exhibit Description**

- |      |  |
|------|--|
| 5.1  | Opinion of Venable LLP, with respect to the legality of the securities being registered. |
| 23.1 | Consent of Venable LLP (included in Exhibit 5.1).  |
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**SIGNATURES**

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

**KIMCO REALTY CORPORATION**

Date: May 21, 2012

By:

/s/ Glenn G. Cohen  
Name: Glenn G. Cohen

Title: Executive Vice President, Chief  
Financial Officer,  
and Treasurer

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**EXHIBIT INDEX**

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