

KIMCO REALTY CORP
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PAPPAGALLO MICHAEL V

(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)
08/21/2006

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 Vice President - CFO

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Kimco Realty Corp. Common Stock par value \$0.01 per share | 08/21/2006 | | X | | 3,502 | A | \$ 10.6667 |
| Kimco Realty Corp. Common | 08/21/2006 | | X | | 21,320 | A | \$ 12.4583 |
| | | | | | 3,502 | D | |
| | | | | | 24,822 | D | |

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Stock par value
\$0.01 per share

Kimco Realty Corp.

| | | | | | | | |
|--|------------|---|--------|---|-----------|---|---|
| Common Stock par value \$0.01 per share | 08/21/2006 | S | 24,822 | D | \$ 40.481 | 0 | D |
|--|------------|---|--------|---|-----------|---|---|

Kimco Realty Corp.

| | | | | | | | |
|--|------------|---|--------|---|------------|--------|---|
| Common Stock par value \$0.01 per share | 08/22/2006 | X | 54,600 | A | \$ 12.4583 | 54,600 | D |
|--|------------|---|--------|---|------------|--------|---|

Kimco Realty Corp.

| | | | | | | | |
|--|------------|---|-------|---|------------|--------|---|
| Common Stock par value \$0.01 per share | 08/22/2006 | S | 4,600 | D | \$ 40.4763 | 50,000 | D |
|--|------------|---|-------|---|------------|--------|---|

Kimco Realty Corp.

| | | | | | | | |
|--|------------|---|--------|---|------|---|---|
| Common Stock par value \$0.01 per share | 08/22/2006 | G | 50,000 | D | \$ 0 | 0 | D |
|--|------------|---|--------|---|------|---|---|

Kimco Realty Corp.

| | | | | | | | | |
|--|------------|---|--------|---|------|---------|---|--|
| Common Stock par value \$0.01 per share | 08/22/2006 | G | 50,000 | A | \$ 0 | 320,576 | I | Shares Held by Pappagallo Family Holdings LLC* |
|--|------------|---|--------|---|------|---------|---|--|

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

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(9-02)

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PAPPAGALLO MICHAEL V 3333 NEW HYDE PARK ROAD NEW HYDE PARK, NY 11042 | | | Executive Vice President - CFO | |

Signatures

/s/ Michael V. Pappagallo
08/23/2006
**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).

Remarks:

*The reporting person transferred these shares to the Pappagallo Family Holdings, LLC a limited liability company of which the reporting person is a member.

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.