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KIMCO REALTY CORP
Form 8-K
May 16, 2006

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 16, 2006

Kimco Realty Corporation

(Exact Name of Registrant as Specified in Charter)

----- Maryland ----- (State or Other Jurisdiction of Incorporation)	----- 1-10899 ----- (Commission File Number)	----- 13-2744380 ----- (I.R.S. Employer Identification No.)
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3333 New Hyde Park Road
New Hyde Park, New York 11042-0020

(Address of Principal Executive Offices)

(516) 869-9000

(Registrant's telephone number, including area code)

(Former name of 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 (17CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR240.14d-2b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

ITEM 7.01 REGULATION FD DISCLOSURE

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURES

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ITEM 7.01. REGULATION FD DISCLOSURE.

On May 16, 2006, Kimco Realty Corporation ("Kimco Realty") announced the commencement of a consent solicitation (the "Consent Solicitation") relating to its Medium-Term Notes and Senior Notes in the aggregate principal amount outstanding of \$1,922,000,000 (the "Notes"). A copy of the press release announcing the Consent Solicitation and the Canadian Consent Solicitation is furnished as Exhibit 99.1 to this report.

The terms and conditions of the Consent Solicitation are described in a Consent Solicitation Statement dated May 16, 2006, which is furnished as Exhibit 99.2 to this report.

Concurrently with the Consent Solicitation, on May 16, 2006, Kimco North Trust III ("Kimco North"), a wholly-owned entity of Kimco Realty, announced that it is soliciting consents (the "Canadian Consent Solicitation") of holders of the 4.45% Canadian Debentures due 2010 in the aggregate principal amount outstanding of C\$150,000,000 (the "Canadian Notes"), issued by Kimco North and guaranteed by Kimco Realty in an effort to give effect to the adoption of the same proposed amendments which would govern the Canadian Notes.

The terms and conditions of the Canadian Consent Solicitation are described in a Consent Solicitation Statement dated May 16, 2006, which is furnished as Exhibit 99.3 to this report.

The information in this report, being furnished pursuant to Item 7.01 of Form 8-K, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

The following are furnished as Exhibits to this Report.

99.1	Press Release dated May 16, 2006.
99.2	Consent Solicitation Statement of Kimco Realty Corporation dated May 16, 2006.
99.3	Consent Solicitation Statement of Kimco North Trust III dated May 16, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934,

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the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2006

KIMCO REALTY CORPORATION
(registrant)

By: /s/ Michael V. Pappagallo

Name: Michael V. Pappagallo
Its: Executive Vice President
and Chief Financial Officer