

REALTY INCOME CORP  
Form 8-K  
May 13, 2010

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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: May 12, 2010

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

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Maryland   | 1-13374                  | 33-0580106                           |
| (State or Other Jurisdiction<br>of Incorporation or<br>Organization) | (Commission File Number) | (IRS Employer<br>Identification No.) |

600 La Terraza Boulevard, Escondido, California 92025-3873  
(Address of principal executive offices)

(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 5.07

## Submission of Matters to a Vote of Security Holders

On May 12, 2010, Realty Income Corporation (the "Company") held its 2010 annual meeting of stockholders (the "Annual Meeting"). As of March 11, 2010, the record date for the Annual Meeting, there were 104,400,957 common shares issued and outstanding and entitled to vote at the Annual Meeting. Proxies for the Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934.

The first proposal considered at the Annual Meeting was the election of seven directors to serve until the 2011 annual meeting of stockholders and until their respective successors are duly elected and qualify.

All of management's nominees for directors as listed in the proxy statement were elected with the following vote:

|                          | Shares<br>Voted For | Votes<br>Withheld | Broker<br>Non-Votes |
|--------------------------|---------------------|-------------------|---------------------|
| Kathleen R.<br>Allen     | 50,488,059          | 954,729           | 37,799,472          |
| Donald R.<br>Cameron     | 50,295,859          | 1,146,929         | 37,799,472          |
| Priya Cherian<br>Huskins | 50,495,208          | 947,580           | 37,799,472          |
| Thomas A.<br>Lewis       | 50,485,283          | 957,505           | 37,799,472          |
| Michael D.<br>McKee      | 50,333,065          | 1,109,723         | 37,799,472          |
| Gregory T.<br>McLaughlin | 50,423,315          | 1,019,473         | 37,799,472          |
| Ronald L.<br>Merriman    | 50,104,196          | 1,338,592         | 37,799,472          |

Broker non-votes were counted as present for purposes of determining a quorum. However, brokers do not have discretionary authority to vote shares on the election of directors. Therefore, for the purpose of the election of directors, broker non-votes were not counted as votes cast and had no effect on the result of the vote.

The second proposal considered at the Annual Meeting was the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2010. This proposal was approved by 87,650,539 shares voted for, 620,146 shares voted against and 971,575 shares representing abstentions.

SIGNATURE

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.

Dated: May 12, 2010

REALTY INCOME CORPORATION

By:

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

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