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KIMCO REALTY CORP
Form 8-K
September 11, 2006

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: SEPTEMBER 8, 2006
(DATE OF EARLIEST EVENT REPORTED)

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
NEW HYDE PARK, NEW YORK
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

11042-0020
(ZIP CODE)

(516) 869-9000
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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

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Act (17 CFR 240.13e-4(c))

ITEM 8.01. OTHER EVENTS.

On September 8, 2006, pursuant to Section 2.14 of the Agreement and Plan of Merger, dated as of July 9, 2006, by and among Kimco Realty Corporation ("KIMCO"), KRC Acquisition Inc., KRC CT Acquisition Limited Partnership, KRC PC Acquisition Limited Partnership, Pan Pacific Retail Properties, Inc. ("PAN PACIFIC"), CT Operating Partnership, L.P. and Western/Pinecreek, L.P., Kimco has elected to pay the \$70 per share merger consideration with \$60 in cash and \$10 in newly issued Kimco common stock, payable to Pan Pacific stockholders in connection with Kimco's acquisition of Pan Pacific. Kimco may revoke its stock election at any time if the revocation would not delay the Pan Pacific stockholders' meeting by more than 10 business days.

On September 8, 2006, Kimco and Pan Pacific issued a joint press release announcing the stock election. A copy of the joint press release is filed as Exhibit 99.1 hereto.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The following are filed as Exhibits to this Report.

| EXHIBIT NO. | EXHIBIT DESCRIPTION |
|-------------|---|
| 99.1 | Joint Press Release, dated September 8, 2006, announcing the stock election |

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.

Date: September 8, 2006

KIMCO REALTY CORPORATION
By: /s/ Michael V. Pappagallo

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

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EXHIBIT INDEX

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