

REALTY INCOME CORP
Form 8-K
January 03, 2005

**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: **December 31, 2004**

REALTY INCOME CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation)

1-13374
(Commission File Number)

33-0580106
(IRS Employer Identification No.)

220 West Crest Street, Escondido, California 92025-1707

(Address of principal executive offices) (Zip Code)

(760) 741-2111

(Registrant's telephone number, including area code)

None

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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 December 31, 2004, Realty Income completed a 2 for 1 stock split through the distribution of a stock dividend. Stockholders of record as of the close of business on December 2, 2004 received one additional share of common stock for each share of common stock they owned as of this record date. Total outstanding shares of common stock of Realty Income increased from 39,650,815 to 79,301,630 as of December 31, 2004.

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: December 31, 2004

REALTY INCOME CORPORATION

By:

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