

MCKEE MICHAEL D
Form 4
August 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
MCKEE MICHAEL D

(Last) (First) (Middle)

220 WEST CREST STREET

(Street)

ESCONDIDO, CA 92025-1707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REALTY INCOME CORP [O]

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2005

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock | 08/25/2005 | 08/25/2005 | X | 10,000 A | \$ 12.69 (1) 26,000 | D | |
| Common stock | 08/25/2005 | 08/25/2005 | X | 10,000 A | \$ 13.03 (1) 36,000 | D | |
| Common stock | 08/25/2005 | 08/25/2005 | X | 10,000 A | \$ 11.78 (1) 46,000 | D | |
| Common stock | | | | | 32,000 | I | Trust (2) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Common stock | \$ 12.69 | 08/25/2005 | 08/25/2005 | D | | 10,000 | | 06/12/1998 | 06/12/2007 | Common stock 10,000 |
| Common stock | \$ 13.03 | 08/25/2005 | 08/25/2005 | D | | 10,000 | | 05/05/1999 | 05/05/2008 | Comon stock 10,000 |
| Common stock | \$ 11.78 | 08/25/2005 | 08/25/2005 | D | | 10,000 | | 05/05/2000 | 05/05/2009 | Common stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEE MICHAEL D 220 WEST CREST STREET ESCONDIDO, CA 92025-1707 | | | X | |

Signatures

/s/ Michael D.
McKee 08/25/2005

**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).
- (1) Stock options exercised.
- (2) The McKee Family Trust

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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