

REALTY INCOME CORP
Form 4
May 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CAMERON DONALD R

(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)
05/16/2006

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 | | | | | 41,400 | I | Pension Trust <u>(1)</u> <u>(2)</u> |
| Common stock | | | | | 1,000 | I | Pension Trust <u>(1)</u> <u>(3)</u> |
| Common stock | | | | | 1,500 | I | Pension Trust <u>(1)</u> <u>(4)</u> |
| Common stock | | | | | 800 | I | Pension Trust <u>(1)</u> <u>(5)</u> |
| Common Stock | 05/16/2006 | 05/16/2006 | J | 8,000 A | \$ 0 <u>(9)</u> 8,000 | I | Trust <u>(6)</u> |
| | 05/16/2006 | 05/16/2006 | J | 8,000 D | \$ 0 <u>(9)</u> 4,000 | D | |

| | | | | | | | | | |
|--------------|------------|------------|---|--------|---|---------------------|--------|---|-------------------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | | | | | | 120 | | I | Trust ⁽¹⁾ ⁽⁷⁾ |
| Common Stock | 05/16/2006 | 05/16/2006 | A | 4,000 | A | \$ 0 ⁽⁸⁾ | 8,000 | D | |
| Common Stock | 05/16/2006 | 05/16/2006 | X | 10,000 | A | \$ 11.78 | 18,000 | I | Trust ⁽⁶⁾ |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common stock | \$ 13.03 | | | | | 05/05/1999 05/05/2008 | Common stock 10,000 |
| Common stock | \$ 11.78 | 05/16/2006 | 05/16/2006 | X | 10,000 | 05/05/2000 05/05/2009 | Common stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMERON DONALD R 220 WEST CREST STREET ESCONDIDO, CA 92025-1707 | | X | | |

Signatures

/s/ Donald R.
Cameron

05/16/2006

Date

Signature of
Reporting Person

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) Held by Cameron Murphy & Spangler, Inc. Amended and Restated Pension Trust, Donald Cameron Trustee
- (2) Account of Donald Cameron
- (3) Account of Lachlan Cameron
- (4) Account of Fiona Cameron
- (5) Account of Gwen Jenkins
- (6) Cameron Family Trust, Mr. Cameron is a trustee
- (7) Account of Andrew Sayeg
- (8) Shares were granted through an incentive plan, no consideration was paid.
- (9) Shares were transferred to a family trust account.

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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