

REALTY INCOME CORP  
Form 4  
May 12, 2015

**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 \*  
Huskins Priya Cherian

(Last) (First) (Middle)  
11995 EL CAMINO REAL  
(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/12/2015

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/12/2015		A	4,000	A \$ 0 <sup>(1)</sup>	31,657	D
Common Stock	05/12/2015		F	1,644 <sup>(2)</sup>	D \$ 46.88	30,013	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)  
 8. Price of Derivative Security (Instr. 5)  
 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)

Date Exercisable      Expiration Date      Title      Amount or Number of Shares  
 Code    V    (A)    (D)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huskins Priya Cherian 11995 EL CAMINO REAL SAN DIEGO, CA 92130		X		

**Signatures**

/s/ Priya Cherian      05/12/2015  
 Huskins  
 \*\*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) Shares granted through an incentive plan; no consideration was paid. Shares vest in 1 year.
- (2) This amount represents shares withheld upon the vesting of 4,667 restricted shares of common stock on May 12, 2015 in order to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.