

REALTY INCOME CORP  
Form 8-K  
February 17, 2009

---

---

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

February 13, 2009

Date of Report (Date of earliest event reported)

REALTY INCOME CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland (State or Other Jurisdiction of Incorporation)	1-13374 (Commission File Number)	33-0580106 (IRS Employer Identification Number)
---	--	--

600 La Terraza Boulevard, Escondido, California 92025-3873  
(Address of principal executive offices) (Zip Code)

(760) 741-2111  
(Registrant's telephone number, including area code)

N/A  
(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:

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



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On February 13, 2009, Realty Income Corporation (the “Company”) announced that two of its non-executive directors, Roger P. Kuppinger and Willard H Smith Jr, will retire from the Board of Directors effective after Realty Income’s annual meeting of shareholders on May 12, 2009. The Company further announced that Ronald L. Merriman will become the chairman of the Audit Committee upon the retirement of Mr. Kuppinger, effective after the annual shareholder meeting on May 12, 2009. Mr. Merriman has been a director of Realty Income since July 2005 and has served on various of the Company’s committees, including the Audit Committee, since being elected to the Board of Directors in 2005.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated February 13, 2009.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REALTY INCOME CORPORATION

Date: February 17, 2009

By: /s/ MICHAEL R. PFEIFFER  
Name: Michael R. Pfeiffer  
Title: Executive Vice President,  
General Counsel and Secretary

---

INDEX TO EXHIBITS

Exhibit

No.	Description
99.1	Press Release dated February 13, 2009.