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REALTY INCOME CORP
Form S-8
December 20, 2002

As filed with the Securities and Exchange Commission on December 20, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Maryland
(State or other jurisdiction
of incorporation or organization)
220 West Crest Street
Escondido, California 92025-1707
(Address of Principal Executive Offices including Zip Code)

33-0580106
(I.R.S. Employer
Identification No.)

THE 1994 STOCK OPTION AND INCENTIVE PLAN
FOR KEY EMPLOYEES OF REALTY INCOME CORPORATION
AND R.I.C. ADVISOR, INC.
(Full Title of Plan)

Michael R. Pfeiffer, Esq.
Executive Vice President, General Counsel and Secretary
c/o REALTY INCOME CORPORATION
220 West Crest Street
Escondido, California 92025-1707
(760) 741-2111

Copy to:
William J. Cernius
LATHAM & WATKINS
650 Town Center Drive, Suite 2000
Costa Mesa, California 92626
(714) 540-1235

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class Amount Proposed Maximum Proposed Maximum

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of Securities to be Registered	to be Registered (1) (3)	Offering Price Per Share (2)	Aggregate Offering Price
Common Stock (1) (3)	1,000,000	\$35.40	\$35,400,000

Proposed sale to take place as soon after the
effective date of the Registration
Statement as outstanding options are exercised.

1

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement covers 1,000,000 additional shares of our Common Stock reserved for issuance under the 1994 Stock Option and Incentive Plan (the "Plan"). Effective September 9, 1993, our board of directors adopted, and on September 22, 1993, our original stockholder approved the Plan, which set the number of shares reserved for issuance each year thereunder at three percent (3%) of the total of outstanding shares at the end of each calendar year. On August 11, 1995, the Company filed with the Commission Form S-8 Registration Statement No. 33-95708 (the "Original Registration Statement") covering an aggregate of 500,000 shares issuable under the Plan. The contents of the Original Registration Statement are incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document, which is incorporated by reference herein or therein.

The consolidated financial statements and financial statement schedule of Realty Income Corporation and subsidiaries as of December 31, 2001 and 2000, and for each of the years in the three-year period ended December 31, 2001, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent accountants, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

ITEM 8. EXHIBITS

See Index to Exhibits on page 5.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that we meet all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on our behalf by the undersigned, thereunto duly authorized, in the City of Escondido, State of California, on this the 20th day of December, 2002.

REALTY INCOME CORPORATION
a Maryland corporation

By: /s/ Michael R. Pfeiffer

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

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Michael R. Pfeiffer, as attorney-in-fact and agent, with full powers of substitution, to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection therewith, with the Commission, granting to said attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done in the premises.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on December 20, 2002.

Signature	Title
/s/ Thomas A. Lewis ----- Thomas A. Lewis	Vice Chairman of the Board and Chief Executive Officer
/s/ Paul M. Meurer ----- Paul M. Meurer	Executive Vice President, Chief Financial Officer (Principal Financial Officer)
/s/ Gregory J. Fahey ----- Gregory J. Fahey	Vice President, Controller (Principal Accounting Officer)

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/s/ William E. Clark Chairman of the Board

William E. Clark

/s/ Donald R. Cameron Director

Donald R. Cameron

/s/ Roger P. Kuppinger Director

Roger P. Kuppinger

3

/s/ Michael D. McKee Director

Michael D. McKee

/s/ Willard H. Smith Jr. Director

Willard H. Smith Jr.

/s/ Kathleen R. Allen, Ph.D. Director

Kathleen R. Allen, Ph.D.

4

INDEX TO EXHIBITS

EXHIBIT		PAGE
4.1	The 1994 Stock Option and Incentive Plan for Key Employees of Realty Income Corporation and RIC Advisor, Inc., dated June 15, 1994, filed as an exhibit with the Original Registration Statement on Form S-8, dated August 11, 1995, and incorporated herein by reference.	--
4.2	Rights Agreement, dated as of June 25, 1998, between Realty Income Corporation and The Bank of New York (filed as an exhibit to our registration statement on Form 8-A, dated June 26, 1998, and incorporated herein by reference).	--
5.1	Opinion of Ballard Spahr Andrews & Ingersoll, LLP.	6
23.1	Consent of Ballard Spahr Andrews & Ingersoll, LLP (included in Exhibit 5.1).	6

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23.2	Consent of Independent Auditors	7
24	Power of Attorney (included in the signature page to this Registration Statement).	3