

GETTY REALTY CORP /MD/
Form 4
March 11, 2016

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 *
COOPER MILTON

2. Issuer Name and Ticker or Trading Symbol
GETTY REALTY CORP /MD/
[GTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O KIMCO REALTY CORP, 3333
NEW HYDE PARK RD STE 100

03/09/2016

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW HYDE PARK, NY 11042

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					917,830 ⁽¹⁾	D	
Common Stock					233,388 ⁽²⁾	I	Held by Charitable Foundation
Common Stock					69,918 ⁽³⁾	I	By Spouse
Common Stock					23,822	I	By 401(k)
					134,052	I	By CLS ⁽⁴⁾

Common Stock							
Common Stock		0 <u>(5)</u>	I				By P-ship in which Filer has 50% int.
Common Stock		0 <u>(6)</u>	I				By Qual. Pension Plan to Benefit Filer
Common Stock		4,557	I				By Retirement Fund

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)	8. Pr Deriv Secur (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Unit	<u>(7)</u> <u>(8)</u>	03/09/2016	03/09/2016	A	5,000	<u>(8)</u>	<u>(8)</u>	Common Stock	5,000 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COOPER MILTON
C/O KIMCO REALTY CORP
3333 NEW HYDE PARK RD STE 100
NEW HYDE PARK, NY 11042

X

Signatures

/s/ Milton
Cooper

03/11/2016

__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) Increase in securities is the result of (i) a special stock dividend by the Issuer of which 19,385 shares were issued directly to the Reporting Person, and 1,710 shares were re-distributed to the Reporting Person proportionate to his ownership of an S-corporation which had received the aforesaid special dividend and redistributed same in kind to its shareholders; and (ii) 4,981 shares acquired under the Issuer's dividend reinvestment program. See also footnote 5 and 6 below.
- (2) Increase in securities (6,281) is the result of a special stock dividend by the Issuer.
- (3) Increase in securities (1,881) is the result of a special stock dividend by the Issuer.
- (4) An S-corporation in which the reporting person is a shareholder. Shares indicate Reporting Person's proportionate ownership of said S-corporation.
- (5) These shares (10,311) were previously erroneously reported as indirectly owned when in fact they are directly owned. This correction does not result in any change in the amount of securities beneficially owned by the Reporting Person.
- (6) These shares (2,421) were previously erroneously reported as indirectly owned when in fact they are directly owned. This correction does not result in any change in the amount of securities beneficially owned by the Reporting Person.
- (7) Each RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (8) below.
- (8) Restricted Stock Units vest ratably over five years commencing on the first anniversary of the date of grant and are settled in cash or common stock, in the discretion of the Compensation Committee, upon the earlier of the tenth anniversary of the grant date or termination of service as a director of the Company.
- (9) The RSUs were received by the Reporting Person for no consideration

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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