

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 *
SAFENOWITZ HOWARD B

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 GETTY REALTY CORP, TWO JERICHO PLAZA WING C, STE 110

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

JERICHO, NY 11753

(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) Price			
Common Stock					169,528 ⁽¹⁾	D	
Common Stock					45,246 ⁽²⁾	I	By Footnote ⁽³⁾
Common Stock					324,537 ⁽⁴⁾	I	As Trustee ⁽⁵⁾
Common Stock					1,848,092 ⁽⁶⁾	I	By Ltd Partnership ⁽⁷⁾

Common Stock	89,798 ⁽⁸⁾	I	By Partnership
Common Stock	11,586 ⁽⁹⁾	I	By Spouse ⁽¹⁰⁾
Common Stock	517,857 ⁽¹¹⁾	I	By Footnote ⁽¹²⁾

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.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	⁽¹³⁾ ⁽¹⁴⁾	03/09/2016	03/09/2016	A	5,000	⁽¹⁴⁾	⁽¹⁴⁾	Common Stock	5,000 ⁽¹³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

SAFENOWITZ HOWARD B
C/O GETTY REALTY CORP
TWO JERICHO PLAZA WING C, STE 110
JERICHO, NY 11753

X

Signatures

/s/ Howard Safenowitz

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 (935) is the result of a special stock dividend by the Issuer.
- (2) Increase in securities (246) is the result of a special stock dividend by the Issuer.
- (3) Owned by three adult children living in the reporting person's household. The reporting person disclaims beneficial ownership in these shares.
Increase in securities is the result of a special stock dividend by the Issuer of which 69 shares were issued directly to the Trust and 3,928 shares were re-distributed to the Trust proportionate to its ownership of an S-Corporation which had received the aforesaid special dividend and redistributed same in kind to its shareholders.
- (4) Shares beneficially owned by the Marilyn Safenowitz Irrevocable Trust u/a/d 4/13/2000. The reporting person is the trustee.
- (5) Increase in securities (10,198) is the result of a special stock dividend by the Issuer.
Shares held by the Safenowitz Partners, LP (the "Limited Partnership"). The reporting person is the president of Safenowitz Family Corp., which is the General Partner of the Limited Partnership. The reporting person disclaims beneficial ownership of the shares held by the Limited Partnership, except to the extent of his pecuniary interest therein.
- (6) Increase in securities (495) is the result of a special stock dividend by the Issuer.
- (7) Increase in securities (63) is the result of a special stock dividend by the Issuer.
- (8) Owned by Spouse. The reporting person disclaims beneficial ownership in these shares.
- (9) Increase in securities (2,857) is the result of a special stock dividend by the Issuer.
- (10) As President of the General Partner of The Safenowitz Family Partnership, LP. The reporting person disclaims beneficial ownership of the shares held by the Partnership, except to the extent of his pecuniary interest herein.
- (11) Each RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (14) below.
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.
- (12) The RSUs were received by 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. 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.