

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 *
LIEBOWITZ LEO

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)
03/09/2016

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

TWO JERICHO PLAZA, WING C, STE 110

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) Code V Amount (D) Price | 1,411,499 ⁽¹⁾ | D | |
| Common Stock | | | | | 47,250 ⁽²⁾ | I | By Liebowitz 2015 Family Trust ⁽³⁾ |
| Common Stock | | | | | 414 | I | By 401(k) |
| Common Stock | | | | | 310,957 | I | By CLS ⁽⁴⁾ |

| | | | |
|--------------|------------------------|---|-------------------------------|
| Common Stock | 0 ⁽⁵⁾ | I | By Liebowitz Family LLC |
| Common Stock | 453,261 ⁽⁶⁾ | I | By Liebowitz Realty LLC |
| Common Stock | 307,495 ⁽⁷⁾ | I | By Spouse |
| Common Stock | 56,434 ⁽⁸⁾ | I | Held by Charitable Foundation |
| Common Stock | 607,652 ⁽⁹⁾ | I | By Liebowitz Realty II LLC |

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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(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 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | ⁽¹⁰⁾ ⁽¹¹⁾ | 03/09/2016 | 03/09/2016 | A | 5,000 | ⁽¹¹⁾ | ⁽¹¹⁾ | Common Stock | 5,000 ⁽¹⁰⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LIEBOWITZ LEO TWO JERICHO PLAZA | X | | | |

WING C, STE 110
JERICHO, NY 11753

Signatures

/s/ Leo
Liebowitz

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).

Increase in securities is the result of a special stock dividend by the Issuer of which 20,157 shares were issued directly to the Reporting Person and 3,966 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. See also footnote 5 below.
- (1) Person and 3,966 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. See also footnote 5 below.
- (2) n/a
- (3) Mr. Liebowitz is not a beneficiary of the Trust and his spouse is the sole trustee of the Trust.
- (4) An S-corporation in which the Reporting Person is a shareholder. Shares indicate Reporting Person's proportionate share.
- (5) These shares (20,000) 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) Increase in securities (3,261) is the result of a special stock dividend by the Issuer.
- (7) Increase in securities (3,872) is the result of a special stock dividend by the Issuer.
- (8) Increase in securities (710) is the result of a special stock dividend by the Issuer.
- (9) Increase in securities (7,652) is the result of a special stock dividend by the Issuer.
- (10) Each RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (11) 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 employment.
- (11) common stock, in the discretion of the Compensation Committee, upon the earlier of the tenth anniversary of the grant date or termination of employment.
- (12) 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. 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.