

SAFENOWITZ HOWARD B
Form 4
March 05, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
C/O GETTY REALTY CORP, 2
JERICHO PLAZA, STE 110
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

JERICHO, NY 11753

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/01/2019	03/01/2019	M	2,500 (4)	A 161,534	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1) (2)	03/01/2019	03/01/2019	A	7,000		(2)	(2)	Common Stock	7,000
Restricted Stock Unit	(1)	03/01/2019	03/01/2019	M	2,500	(4)	(2)(4)	(2)(4)	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAFENOWITZ HOWARD B C/O GETTY REALTY CORP 2 JERICHO PLAZA, STE 110 JERICHO, NY 11753		X		

Signatures

/s/ Howard B. Safenowitz 03/05/2019

**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) Each Restricted Stock Unit (RSU) is settled, at the discretion of the Compensation Committee, in one(1) share of common stock or in cash in an amount equal to the fair market value of one(1) share of common stock, on the settlement date noted in footnote (2) below.
RSUs vest ratably over five years commencing on the first anniversary of the date of grant and, to the extent unvested, fully vest (i) if the director is notnominated for re-election or is not re-elected by the stockholders, or (ii) upon death. RSUs 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 the tenth anniversary of the first vesting date, for RSUs granted in 2016-2018), or termination of service as a director.
- (2) RSUs vest ratably over five years commencing on the first anniversary of the date of grant and, to the extent unvested, fully vest (i) if the director is notnominated for re-election or is not re-elected by the stockholders, or (ii) upon death. RSUs 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 the tenth anniversary of the first vesting date, for RSUs granted in 2016-2018), or termination of service as a director.
- (3) The RSUs were received by the Reporting Person for no consideration.
- (4) The transaction represents settlement of fully-vested RSUs in shares of common stock pursuant to the terms of a 2009 Restricted Stock Unit Agreement.

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.