

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 *
COVIELLO PHILIP E JR

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)

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 Beneficial Ownership (Instr. 4)
Common Stock					36,965 ⁽¹⁾	D	
Common Stock					942 ⁽²⁾	I	As Trustee
Common Stock					25,983 ⁽³⁾	I	Held by Charitable Foundation

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**

SEC 1474
(9-02)

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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
				Code	V	(A)	(D)	
Restricted Stock Unit	(4) (5)	03/09/2016	03/09/2016	A	5,000	(5)	(5)	Common Stock (4) 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COVIELLO PHILIP E JR TWO JERICHO PLAZA WING C - STE 110 JERICHO, NY 11753	X

Signatures

/s/ Philip E.
Coviello 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 (465) is the result of a special stock dividend by the Issuer.
- (2) Increase in securities (11) is the result of a special stock dividend by the Issuer.
- (3) Increase in securities (327) is the result of a special stock dividend by the Issuer.
- (4) Each RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (5) below.
- (5) 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.

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(6) 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.

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