

SHEA KEVIN C
Form 4
February 28, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEA KEVIN C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GETTY REALTY CORP, 125
JERICHO TURNPIKE

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2013

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive Vice President

(Street)
JERICHO, NY 11753

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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
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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	02/26/2013	02/26/2013	A	5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000 <u>(1)</u>
Restricted Stock Unit	<u>(3)</u> <u>(4)</u>	02/26/2013	02/26/2013	A	7,500		<u>(4)</u>	<u>(4)</u>	Common Stock	7,500 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHEA KEVIN C C/O GETTY REALTY CORP 125 JERICHO TURNPIKE JERICHO, NY 11753	Executive Vice President

Signatures

/s/ Kevin C.
Shea 02/28/2013

**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 RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (2) 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
- (2) common stock, in the discretion of the Compensation Committee, upon the earlier of the tenth anniversary of the grant date or termination of employment.
- (3) Each RSU is settled for 1 share of common stock or the cash equivalent upon the settlement date noted in footnote (4) below.
- (4) Restricted Stock Units vest ratably over five years commencing on 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.
- (5) The RSU's were received by Mr. Shea 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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