

Dicker Joshua  
Form 4  
March 05, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dicker Joshua

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., TWO JERICHO PLAZA  
WING C, STE 110

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Gen Counsel & Secretary

(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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	03/01/2019	03/01/2019	A		16,500		<u>(2)</u>	<u>(2)</u>	Common Stock	16,500
Restricted Stock Unit	<u>(1)</u>	03/01/2019	03/01/2019	M		2,500 <u>(4)</u>		<u>(2)(4)</u>	<u>(2)(4)</u>	Common Stock	2,500

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Dicker Joshua  
C/O GETTY REALTY CORP.  
TWO JERICHO PLAZA WING C, STE 110  
JERICHO, NY 11753

EVP, Gen Counsel & Secretary

## Signatures

/s/ Joshua  
Dicker                      03/05/2019

\_\_Signature of                      Date  
Reporting Person

## 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 upon termination of service without cause, or death. RSUs are settled in cash or common stock, in the discretion of the Compensation
- (2) 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. Settlement of RSUs granted prior to 2009 is deferred until termination of service pursuant to the terms of the award agreements in effect prior to 2009.
- (3) The RSUs were received by reporting person for no consideration.
- (4) The transaction represents settlement of fully-vested RSUs for cash 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.  
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