

CONSTANT CHRISTOPHER J

Form 4/A

February 28, 2013

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 *
CONSTANT CHRISTOPHER J2. Issuer Name and Ticker or Trading Symbol
GETTY REALTY CORP /MD/ [GTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GETTY REALTY CORP, 125
JERICHO TURNPIKE, SUITE 1033. Date of Earliest Transaction
(Month/Day/Year)
02/26/2013☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Assistant VP & Treasurer(Street)
JERICHO, NY 117534. If Amendment, Date Original
Filed(Month/Day/Year)
02/28/20136. 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)	Code V Amount (D) Price		

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

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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	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	4,000	<u>(2)</u>	<u>(2)</u>	Common Stock	4,000 <u>(1)</u>	
Restricted Stock Unit	<u>(3)</u> <u>(4)</u>	02/26/2013	02/26/2013	A	3,750	<u>(4)</u>	<u>(4)</u>	Common Stock	3,750 (3)	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONSTANT CHRISTOPHER J
C/O GETTY REALTY CORP
125 JERICHO TURNPIKE, SUITE 103
JERICHO, NY 11753

Assistant VP & Treasurer

Signatures

/s/ Christopher J.
Constant 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 May 1, 2013 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. Constant 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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