STIRNWEIS THOMAS J

Form 4

February 28, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STIRNWEIS THOMAS J

2. Issuer Name and Ticker or Trading

Symbol

GETTY REALTY CORP /MD/

(Check all applicable)

Issuer

[GTY]

3. Date of Earliest Transaction (Last) (First) (Middle)

> (Month/Day/Year) 02/26/2013

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

VP and CFO

125 JERICHO TURNPIKE, SUITE

(Street)

103

Security

(Instr. 3)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

JERICHO, NY 11753

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) 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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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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

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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)	Sect (Ins
				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	(2)	(2)	Common Stock	4,000 (1)	
Restricted Stock Unit	(3) (4)	02/26/2013	02/26/2013	A	5,000	<u>(4)</u>	<u>(4)</u>	Common Stock	5,000 (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

STIRNWEIS THOMAS J 125 JERICHO TURNPIKE SUITE 103 JERICHO, NY 11753

VP and CFO

Signatures

/s/ Thomas

Stirnweis 02/28/2013

**Signature of Person

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 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 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. Stirnweis 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. 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.

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