COOPER MILTON

Form 4 April 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or 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).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

JERICHO TURNPIKE SUITE 103 (Street)

C/O GETTY REALTY, 125

(Middle)

COOPER MILTON

2. Issuer Name and Ticker or Trading Symbol

GETTY REALTY CORP /MD/

[GTY]

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

03/03/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

JERICHO, NY 11753

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

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

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

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(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.

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)

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

Edgar Filing: COOPER MILTON - Form 4

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 (Inst
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u> <u>(2)</u>	03/03/2011	03/03/2011	A	4,000	<u>(2)</u>	(2)	Common Stock	4,000 (1)	٥

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COOPER MILTON C/O GETTY REALTY 125 JERICHO TURNPIKE SUITE 103 JERICHO, NY 11753



Signatures

/s/ Milton 04/20/2011 Cooper

**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 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 service as a director of the Company.
- (3) The RSU's were received by Mr. Cooper 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.

Reporting Owners 2