

Edgar Filing: COOPER MILTON - Form SC 13G/A

COOPER MILTON
Form SC 13G/A
March 05, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

GETTY REALTY CORP.

(Name of Issuer)

Common Stock,
par value \$0.01 per share
and
Series A Participating Convertible Redeemable Preferred Stock,
par value \$0.01 per share

(Title of Class of Securities)

374297 10 9 and 374297 20 8

(CUSIP Numbers)

December 31, 2001

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed.

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

(Continued on following page(s))
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COMMON STOCK

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
 (Entities Only)

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Milton Cooper

2 Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) [X]

3 SEC Use Only

4 Citizenship or Place of Organization

New York

Number of

5 Sole Voting Power

Shares

1,061,033

Beneficially

6 Shared Voting Power
12,324 (disclaims beneficial ownership of
2,013 of these shares)

Owned by

7 Sole Dispositive Power

Each

1,061,033

Reporting

8 Shared Dispositive Power
12,324 (disclaims beneficial ownership of
2,013 of these shares)

Person With

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,073,357

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

4.8%

12 Type of Reporting Person (See Instructions)
IN

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SERIES A PARTICIPATING CONVERTIBLE REDEEMABLE PREFERRED STOCK

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

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2 Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) [X]

3 SEC Use Only

4 Citizenship or Place of Organization

New York

Number of	5	Sole Voting Power
Shares	101,206	
Beneficially	6	Shared Voting Power
Owned by		174,662 (disclaims beneficial ownership of 56,157 of these shares)
Each	7	Sole Dispositive Power
Reporting		101,206
Person With	8	Shared Dispositive Power
		174,662 (disclaims beneficial ownership of 56,157 of these shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
275,868

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)
9.5%

12 Type of Reporting Person (See Instructions)
IN

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Item 1(a). Name Of Issuer:

Getty Realty Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

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125 Jericho Turnpike, Suite 103
Jericho, New York 11753

Item 2(a). Name of Person Filing:

Milton Cooper

Item 2(b). Address of Principal Business Office or, if none, Residence:

c/o Kimco Realty Corp.
3333 New Hyde Park Road, Suite 100
New Hyde Park, New York 11042

Item 2(c). Citizenship:

New York

Item 2(d). Title of Class of Securities:

Common stock, par value \$0.01 per share, and

Series A Participating Convertible Redeemable Preferred Stock, par
value \$0.01 per share

Item 2(e). CUSIP Numbers:

374297 10 9 and 374297 20 8, respectively

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b)
or (c), check whether filing person is a:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under Section 8 of the
Investment Company Act
- (e) An investment adviser in accordance with Rule
13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with
Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with
Rule 13d-1(b)(ii)(G)

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- (h) A savings association as defined in Section 3(b) of the
Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an
investment company under Section 3(c)(14) of the Investment
Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this
box.

Item 4. Ownership

Common Stock

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- (a) Amount Beneficially Owned:
As of December 31, 2001: 1,073,357 shares
- (b) Percent of Class: 4.8 %
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 1,061,033
 - (ii) shared power to vote or direct the vote: 12,324
(disclaims beneficial ownership of 2,013 of these shares)
 - (iii) sole power to dispose or to direct the disposition of: 1,061,033
 - (iv) shared power to dispose or to direct the disposition of: 12,324 (disclaims beneficial ownership of 2,013 of these shares)

Series A Participating Convertible Redeemable Preferred Stock

- (a) Amount Beneficially Owned:
As of December 31, 2001: 275,868 shares
- (b) Percent of Class: 9.5 %
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 101,206
 - (ii) shared power to vote or direct the vote: 174,662
(disclaims beneficial ownership of 56,157 of these shares)
 - (iii) sole power to dispose or to direct the disposition of: 101,206

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- (iv) shared power to dispose or to direct the disposition of: 174,662 (disclaims beneficial ownership of 56,157 of these shares)

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box. []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 28, 2002

/s/ Milton Cooper

Milton Cooper