

Driscoll David B
Form 4
February 28, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 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 *
Driscoll David B

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, 125 JERICHO TURNPIKE SUITE 103

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

JERICHO, NY 11753

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
------------------------	---------------	--------------------------------------	-------------------------------	----------------	-------------------------	---	--	------

Edgar Filing: Driscoll David B - 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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1) (2)	02/26/2013			02/26/2013		A		7,500		(2)	(2)	Common Stock	7,500 (1)
Restricted Stock Unit	(3) (4)	02/26/2013			02/26/2013		A		11,250		(4)	(4)	Common Stock	11,250 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Driscoll David B C/O GETTY REALTY CORP 125 JERICHO TURNPIKE SUITE 103 JERICHO, NY 11753	X		President and CEO	

Signatures

/s/ David B.
Driscoll

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. Driscoll 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.