SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

- 1			
	OMB Number:	3235-0287	
	Estimated average b	stimated average burden	
	hours per response:	0.5	

Instruction 1(b).		iled pursuant to Section 16(a) of the Securities Exchange Act of 1934							
	or Section 30(h) of the Investment Company Act of 1940								
1. Name and Address of Reporting Person* Brokaw George R	2. Issuer Name and Ticker or Trading Symbol <u>CTO Realty Growth, Inc.</u> [CTO]	5. Relationship (Check all appl X Direct	licable)	Person(s) to Issuer 10% Owner					
(Last) (First) (Mic DISH NETWORK CORPORATION	dle) 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2021	Office below	r (give title /)	Other (specify below)					
9601 S MERIDIAN BLVD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Line)	Joint/Group Fi	ling (Check Applicable					
(Street)		X Form	filed by One Re	eporting Person					
ENGLEWOOD CO 801	12	Form Perso		han One Reporting					
(City) (State) (Zip									

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

1. Title of Security (Instr. 3)	Date Execution (Month/Day/Year) if any		te, 3. Transaction Code (Instr. 8)		4. Securities Disposed Of		ed (A) or tr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/01/2021		A		254	A	\$ 54.3985 ⁽¹⁾	16,539	D	
Common Stock								1,286	I	Babette Brokaw Revocable Trust ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of E		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. These shares were issued to the Reporting Person in lieu of his 2nd quarter 2021 board retainer fee of \$10,000 and committee retainer fees of \$3,846.15 pursuant to the Issuer's Non-Employee Director Compensation Policy (the "Policy") adopted by the Issuer's board of directors on February 27, 2019 (last amended February 10, 2021). Pursuant to the Policy, the share price utilized to calculate the number of shares issued was the 20-day trailing average closing price as of the last day of the quarter, or \$54.3985.

2. These securities are held directly by the above-named trust, of which the Reporting Person is a beneficiary and trustee.

/s/ Daniel E. Smith, attorney-

07/02/2021

in-fact for George R. Brokaw

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.