SEC Form 4

Instruction 1(b)

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193/

OMB APPROVAL

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()		1 100	or Section 30(h) of the Investment Company Act of 1940		i.			
1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol <u>CTO Realty Growth, Inc.</u> [CTO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Brokaw George R</u>				Х	Director	10% Owner		
	(First) RK CORPORATIO	(Middle) ON	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020		Officer (give title below)	Other (specify below)		
9601 S MERIDIAN BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Repor	ting Person		
ENGLEWOOD	СО	80112			Form filed by More than Person	One Reporting		
(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. Transa Code (ction	Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	07/01/2020		A		312	A	\$41.6075(1)	6,191	D	
Common Stock								1,000	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		6. Date Exerc Expiration Da (Month/Day/N	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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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 2020 retainer fee of \$10,000 and meeting fees of \$3,000 pursuant to the Issuer's Non-Employee Director Compensation Policy (the "Policy") adopted by the Issuer's board of directors on February 27, 2019. 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 \$41.6075.

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-

07/02/2020

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.