SEC Form 4
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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

-	-								
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Instruction 1(b).		led 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 <b>and</b> Ticker or Trading Symbol <u>CTO Realty Growth, Inc.</u> [ CTO ]	5. Relationship of (Check all applica X Director	,							
(Last) (First) (Mid DISH NETWORK CORPORATION	dle) 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021	Officer ( below)	give title Other (s below)	specify						
9601 S MERIDIAN BLVD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Jo Line)	pint/Group Filing (Check A	oplicable						
(Street) ENGLEWOOD CO 801	12	X Form file	ed by One Reporting Perso ed by More than One Repo							
(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)	Execution Date, Transact		ansaction Disposed Of (D) (Instr. 3, 4 and ode (Instr. 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	10/01/2021		A		275	A	\$54.413	17,814(1)	D <sup>(2)</sup>		
Common Stock								1,286	Ι	Babette Brokaw Revocable Trust <sup>(3)</sup>	

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

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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)				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)	Ownership Form: Direct (D)	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. The Reporting Person acquired 1,000 shares of the Issuer's common stock on August 12, 2021, which was reported in a Form 4 filed on August 16, 2021 (the "8/16/21 Form 4"). The 8/16/21 Form 4 was erroneously filed twice, and thus the duplicate filing should be disregarded. Therefore, this Form 4 correctly states the number of shares of common stock beneficially owned by the Reporting Person after the transaction reported herein.

2. These shares were issued to the Reporting Person in lieu of his 3rd quarter 2021 board retainer fee of \$10,000 and committee retainer fees of \$5,000 pursuant to the Issuer's Non-Employee Director Compensation Policy (the "Policy") adopted by the Issuer's board of directors on February 27, 2019 (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 \$54.4130.

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

## /s/ Daniel E. Smith, attorneyin-fact for George R. Brokaw

10/01/2021

\*\* 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.

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