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SAFENOWITZ HOWARD B
Form SC 13G
March 05, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

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 Number)

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 the disclosures provided in a prior cover page.

The information required in 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

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(Entities Only)

Howard B. Safenowitz

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

California

Number of 5 Sole Voting Power
142,789

Shares 6 Shared Voting Power
2,135,562 (disclaims beneficial ownership of
Beneficially 2,025,801 of these shares except to the extent
of his pecuniary interest in the owner of such
shares and disclaims beneficial ownership of
Owned by an additional 11,523 shares)

Each 7 Sole Dispositive Power
142,789

Reporting 8 Shared Dispositive Power
2,135,562 (disclaims beneficial ownership of
Person With 2,025,801 of these shares except to the extent
of his pecuniary interest in the owner of such
shares and disclaims beneficial ownership of
an additional 11,523 shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
2,278,351

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

11 Percent of Class Represented by Amount in Row (9)
10.2 %

12 Type of Reporting Person (See Instructions)
IN

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

Howard B. Safenowitz

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

California

Number of 5 Sole Voting Power
Shares

54,434

Beneficially 6 Shared Voting Power
315,292 (disclaims beneficial ownership of
289,156 of these shares except to the extent
of his pecuniary interest in the owner of
such shares)

Owned by

Each

Reporting

Person With

7 Sole Dispositive Power

54,434

8 Shared Dispositive Power
315,292 (disclaims beneficial ownership of
289,156 of these shares except to the extent
of his pecuniary interest in the owner of
such shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

369,726

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

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

12.8%

12 Type of Reporting Person (See Instructions)

IN

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

Safenowitz Family Corp. 95-4641242

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

California

Number of 5 Sole Voting Power

Shares -0-

Beneficially 6 Shared Voting Power

Owned by 2,025,801 (disclaims beneficial ownership of such shares)

Each 7 Sole Dispositive Power

Reporting -0-

Person With 8 Shared Dispositive Power

2,025,801 (disclaims beneficial ownership of such shares)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,801

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

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

9.0%

12 Type of Reporting Person (See Instructions)

CO

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SERIES A PARTICIPATING CONVERTIBLE REDEEMABLE PREFERRED STOCK

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

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(Entities Only)

Safenowitz Family Corp. 95-4641242

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

California

Number of

5 Sole Voting Power

Shares

-0-

Beneficially

6 Shared Voting Power
289,156 (disclaims beneficial ownership of
such shares)

Owned by

7 Sole Dispositive Power

Each

-0-

Reporting

8 Shared Dispositive Power
289,156 (disclaims beneficial ownership of
such shares)

Person With

9 Aggregate Amount Beneficially Owned by Each Reporting Person

289,156

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

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

10.0%

12 Type of Reporting Person (See Instructions)

CO

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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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The Safenowitz Partners, LP 58-2431903

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

California

Number of 5 Sole Voting Power

Shares 1,510,801

Beneficially 6 Shared Voting Power

-0-

Owned by 7 Sole Dispositive Power

Each 1,510,801

Reporting 8 Shared Dispositive Power

-0-

Person With

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,510,801

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

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

6.7%

12 Type of Reporting Person (See Instructions)

PN

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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)

The Safenowitz Partners, LP 58-2431903

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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

California

Number of 5 Sole Voting Power
Shares 289,156

Beneficially 6 Shared Voting Power
Owned by -0-

7 Sole Dispositive Power
Each 289,156

8 Shared Dispositive Power
Reporting -0-

Person With

9 Aggregate Amount Beneficially Owned by Each Reporting Person
289,156

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

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

10.0%

12 Type of Reporting Person (See Instructions)

PN

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Item 1(a). Name Of Issuer:

Getty Realty Corp.

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

125 Jericho Turnpike, Suite 103
Jericho, New York 11753

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Item 2(a). Names of Persons Filing:

- (i) Howard B. Safenowitz (as successor in interest to Milton Safenowitz)
- (ii) Safenowitz Family Corp.
- (iii) The Safenowitz Partners, LP

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

Getty Realty Corp.
125 Jericho Turnpike, Suite 103
Jericho, New York 11753

Item 2(c). Citizenship:

California, for all

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)

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- (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)
- (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

- (i) Howard B. Safenowitz

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- (a) Amount Beneficially Owned:
As of December 31, 2001: 2,278,351 shares
- (b) Percent of Class: 10.2%
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 142,789
 - (ii) shared power to vote or direct the vote: 2,135,562
(disclaims beneficial ownership of 2,025,801 of these shares except to the extent of his pecuniary interest in the owner of such shares and disclaims beneficial ownership of an additional 11,523 shares)
 - (iii) sole power to dispose or to direct the disposition of:
142,789
 - (iv) shared power to dispose or to direct the disposition of:
2,135,562 (disclaims beneficial ownership of 2,025,801 of these shares except to the extent of his pecuniary interest in the owner of such shares and disclaims beneficial ownership of an additional 11,523 shares)

(ii) Safenowitz Family Corp.

- (a) Amount Beneficially Owned:
As of December 31, 2001: 2,025,801 shares
- (b) Percent of Class: 9.0%

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- (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: -0-
 - (ii) shared power to vote or direct the vote: 2,025,801
(disclaims beneficial ownership of such shares)
 - (iii) sole power to dispose or to direct the disposition of:
-0-
 - (iv) shared power to dispose or to direct the disposition of:
2,025,801 (disclaims beneficial ownership of such shares)

(iii) The Safenowitz Partners, LP

- (a) Amount Beneficially Owned:
As of December 31, 2001: 1,510,801 shares
- (b) Percent of Class: 6.7%
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 1,510,801
 - (ii) shared power to vote or direct the vote: -0-
 - (iii) sole power to dispose or to direct the disposition of:

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1,510,801

(iv) shared power to dispose or to direct the disposition
of: -0-

Series A Participating Convertible Redeemable Preferred Stock

(i) Howard B. Safenowitz

(a) Amount Beneficially Owned:
As of December 31, 2001: 369,726 shares

(b) Percent of Class: 12.8%

(c) Number of shares as to which the person has:

(i) sole power to vote or direct the vote: 54,434

(ii) shared power to vote or direct the vote: 315,292
(disclaims beneficial ownership of 289,156 of these shares
except to the extent of his pecuniary interest in the owner of
such shares)

(iii) sole power to dispose or to direct the disposition of:
54,434

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(iv) shared power to dispose or to direct the disposition
of: 315,292 (disclaims beneficial ownership of 289,156
of these shares except to the extent of his pecuniary
interest in the owner of such shares)

(ii) Safenowitz Family Corp.

(a) Amount Beneficially Owned:
As of December 31, 2001: 289,156 shares

(b) Percent of Class: 10.0%

(c) Number of shares as to which the person has:

(i) sole power to vote or direct the vote: -0-

(ii) shared power to vote or direct the vote: 289,156
(disclaims beneficial ownership of such shares)

(iii) sole power to dispose or to direct the disposition
of: -0-

(iv) shared power to dispose or to direct the disposition
of: 289,156 (disclaims beneficial ownership of such shares)

(iii) The Safenowitz Partners, LP

(a) Amount Beneficially Owned:
As of December 31, 2001: 289,156 shares

(b) Percent of Class: 10.0%

(c) Number of shares as to which the person has:

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- (i) sole power to vote or direct the vote: 289,156
- (ii) shared power to vote or direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of: 289,156
- (iv) shared power to dispose or to direct the disposition of: -0-

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. []

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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.

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.

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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/ Howard B. Safenowitz

Howard B. Safenowitz

Date: February 28, 2002

SAFENOWITZ FAMILY CORP.,
a California corporation

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/s/ Howard B. Safenowitz

By: Howard B. Safenowitz
Its: President

Date: February 28, 2002

THE SAFENOWITZ PARTNERS, LP,
a California limited partnership

By: SAFENOWITZ FAMILY CORP.,
a California corporation,
its general partner

/s/ Howard B. Safenowitz

By: Howard B. Safenowitz
Its: President