| SEC Form 4 | |
|------------|--|
|------------|--|

Instruction 1(b).

FORM 4

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | | |
| hours per response | : 0.5 | | | | | | | | |

to Section 16. Form 4 or Form 5 obligations may continue. See Filed 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 | | g Person [*] | 2. Issuer Name and Ticker or Trading Symbol CTO Realty Growth, Inc. [CTO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|-----------------------|-----------------------|--|---|--|--|--|--|--|
| | | | ,,,,,,, | X Director 10% Owner | | | | | |
| | | | | Officer (give title Other (specify | | | | | |
| | I NETWORK CORPORATION | | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023 | below) below) | | | | | |
| 9601 S MERIDIAN BLVD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicab Line) | | | | | |
| (Street) | | | | X Form filed by One Reporting Person | | | | | |
| ENGLEW0 | OOD CO | 80112 | _ | 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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|-------------------------------|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 01/03/2023 | | A | | 808 | A | \$18.56 ⁽¹⁾ | 71,970 | D | |
| Common Stock | | | | | | | | 3,858 | Ι | Babette Brokaw Revocable Trust ⁽²⁾ |

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

| | | | (0.9.) P | , | | | , | | | | | 7 | | | |
|---|---|--|---|------------------------------|---|---|---------------------------|--|--------------------|---|--|---|--|--|--|
| 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 Deriv Secu Acqu (A) o Disp of (D | r osed) r. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/N | ate | 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 4th quarter 2022 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 and commended 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 \$18.5600.

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-01/04/2023

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.