FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549
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Check this box if no longer subject
o Section 16. Form 4 or Form 5
obligations may continue. See

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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*  Smith Daniel Earl  (Last) (First) (Middle)  1140 N. WILLIAMSON BLVD.  SUITE 140					3. Da	Issuer Name and Ticker or Trading Symbol     CTO Realty Growth, Inc. [ CTO ]  3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title other (specify below)  SVP, GEN COUNSEL & CORP SECRET					
(Street) DAYTONA BEACH FL 32114				4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
(City)	(St		Zip)	n Dorive	tivo (	200111	rition	Λος	uirad	. Die	nacad of	or F	lonof	ioiol	ly Own					
1. Title of Security (Instr. 3) 2. Tr			2. Transact Date (Month/Day	ion	2A. Deemed Execution Date,			3. Transa Code ( 8)	ction	4. Securities	posed of, or Benefi 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			5. Amount of		6. Own Form: I (D) or II (I) (Inst	Direct I ndirect I r. 4)	7. Nature of ndirect Beneficial Ownership Instr. 4)		
									Code	v	Amount	(A) o (D)	r Pri	се	Transaci (Instr. 3	tion(s)			inisu. 4)	
Common	Stock			03/10/2023				P		1,000	A	\$1	16.6 157,744		744 <sup>(1)</sup>	Ι	)			
Common Stock													3,000		I		Kathyleen R. Smith WFCS Custodian Trad IRA <sup>(2)</sup>			
Common Stock														3,000		I		Kathyleen R. Smith ΓΟD <sup>(2)</sup>		
		Tal	ble II -								osed of, convertib				Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed tion Date, n/Day/Year)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date	tion D		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		str.	. Price of erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		LO. Dwnership Form: Direct (D) or Indirect I) (Instr. 4	Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

- 1. This amount includes 29,816 shares of restricted common stock which vest over time, which were previously reported.
- 2. The Reporting Person may be regarded as the beneficial owner of the Issuer's common stock held in this account as a result of a durable power of attorney pursuant to which the Reporting Person has the authority to direct the voting and disposition of such shares. The Reporting Person disclaims beneficial ownership of any shares of the Issuer's common stock held in this account except to the extent of his pecuniary interest therein.

/s/ Daniel E. Smith

03/14/2023

\*\* Signature of Reporting Person

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.