

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Smith Daniel Earl</u> _____ (Last) (First) (Middle) 1140 N. WILLIAMSON BLVD. SUITE 140 _____ (Street) DAYTONA FL 32114 BEACH _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CTO Realty Growth, Inc. [CTO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, GEN COUNSEL & CORP SECRET</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/31/2023</u>		

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/27/2023		F		1,848 ⁽¹⁾	D	\$19.29	141,460 ⁽²⁾	D	
Common Stock								1,110	I	Kathleen R. Smith TOD ⁽³⁾
Common Stock								3,000	I	Kathleen R. Smith WFCS Custodian Trad IRA ⁽³⁾

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On January 28, 2023, a total of 7,594 shares of restricted common stock of the Issuer previously awarded to the reporting person became vested and unrestricted. A portion of the vesting shares was withheld by the Issuer in order to satisfy the reporting person's payroll tax liability. On January 31, 2023, the reporting person filed a Form 4 erroneously reporting that 1,977 vesting shares were withheld. The correct number of vesting shares withheld was 1,848. This amendment is being filed to correct the number of shares so withheld. In addition, as a result of the error described above, 129 shares were omitted from Table I, Column 5 in the Forms 4 filed by the reporting person on February 17, 2023, March 1, 2023, and March 14, 2023.
- This amount includes 16,403 shares of restricted common stock which vest over time, which were previously reported.
- The Reporting Person may be regarded as the beneficial owner of the shares 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 04/07/2023
 ** 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.