

URSTADT BIDDLE PROPERTIES INC
 Form 5
 November 16, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
BIDDLE WILLING L

2. Issuer Name and Ticker or Trading Symbol
URSTADT BIDDLE PROPERTIES INC [UBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

53 ELMWOOD ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SOUTH SALEM, NY 10590

Form Filed by One Reporting Person
 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Amount | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|---------------|--|--|---|
| Common Stock | 01/16/2015 | Â | J | 27 (1) | A | \$ 18.9962 | 2,700,864 (2) | I | See footnote (3) (4) | |
| Common Stock | 04/17/2015 | Â | J | 30 (1) | A | \$ 17.6305 | 2,700,864 (2) | I | See footnote (3) (4) | |
| Common Stock | 07/17/2015 | Â | J | 30 (1) | A | \$ 17.75 | 2,700,864 (2) | I | See footnote (3) (4) | |

| | | | | | | | | | |
|--------------|------------|---|---|-------------------|---|-----------|------------------------------------|---|------------------------------------|
| Common Stock | 10/16/2015 | Â | J | 29 ⁽¹⁾ | A | \$ 18.413 | <u>2,700,864</u> ⁽²⁾ | I | See Footnote <u>(3)</u> <u>(4)</u> |
|--------------|------------|---|---|-------------------|---|-----------|------------------------------------|---|------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIDDLE WILLING L 53 ELMWOOD ROAD SOUTH SALEM, NY 10590 | Â X | Â X | Â CEO | Â |

Signatures

Willing L. Biddle 11/16/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Those shares of Common Stock of which Mr. Biddle is the indirect beneficial owner and which are owned by the Trust Established Under the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plan of 2005 (the "Compensation Plan Trust") are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 16, 2015, April 17, 2015, July 17, 2015 and October 16, 2015, dividends on these shares were paid and automatically reinvested in additional Common Stock for the benefit of Mr. Biddle in the amounts of 27.2088 shares, 29.6637 shares, 29.8400 shares and 29.1302 shares, respectively.
- (1) This figure includes 950,000 restricted shares of Common Stock issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan.

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Mr. Biddle is the direct beneficial owner of 2,091,393 shares of Common Stock, including the restricted shares noted in Footnote 2. He is the indirect beneficial owner of 609,471 shares of Common Stock held as follows: 284,240 shares by each of the Catherine U. Biddle Dynasty Trust ("CUB Trust") and the Willing L. Biddle Dynasty Trust ("WLB Trust"), of which the issue of Mr. Biddle are the beneficiaries and Mr. Biddle and Catherine Biddle, his wife, respectively, are the trustees, 2,239 shares by the Compensation Plan Trust, (3) 2,307 shares by Mr. Biddle's IRA, 5,163 shares by the P.T. Biddle (Dec'd) IRA for benefit of Mr. Biddle, 29,657 shares by Mr. Biddle's wife, 555 shares by his wife's IRA, and 1,070 shares by the Chas. and Phoebe Biddle Trust for benefit of the Issue of Mr. Biddle (the "Biddle Trust"). Mr. Biddle and C. J. Urstadt are sole trustees of the Biddle Trust. Mr. Biddle disclaims beneficial ownership of shares held by the WLB Trust.

In Mr. Biddle's most recent Form 4 filing dated January 5, 2015, the total number of shares for which Mr. Biddle was at that date the (4) indirect beneficial owner and which are owned by the Compensation Plan Trust was incorrectly reported as 2,104 shares instead of 2,123 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.