

BRT REALTY TRUST  
 Form 4  
 January 06, 2014

**FORM 4**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOULD JEFFREY**

(Last) (First) (Middle)  
 60 CUTTER MILL ROAD, SUITE 303  
 (Street)

GREAT NECK, NY 11021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BRT REALTY TRUST [BRT]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
**PRESIDENT AND CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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   |
| Shares of beneficial interest   | 01/06/2014                           |  | A                              |   | 14,625  | A  | \$ 0<br>(1)   |
| Shares of beneficial interest   |                                      |  |                                |   | 73,055  | I  | As custodian<br>(2)                                   |
| Shares of beneficial interest   |                                      |  |                                |   | 33,259  | I  | By Gould Family Trust<br>(3)                          |
| Shares of beneficial interest   |                                      |  |                                |   | 23,469  | I  | By Gould Shenfeld                                     |

|                               |           |   |  |                                     |
|-------------------------------|-----------|---|--|-------------------------------------|
| interest                      |           |   |  | Family Foundation<br>(4)            |
| Shares of beneficial interest | 37,081    | I |  | By One Liberty Properties, Inc. (5) |
| Shares of Beneficial Interest | 2,801,425 | I |  | By Gould Investors L.P. (6)         |

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

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(9-02)

**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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| GOULD JEFFREY<br>60 CUTTER MILL ROAD, SUITE 303<br>GREAT NECK, NY 11021 |               |           | PRESIDENT<br>AND CEO |       |

## Signatures

Jeffrey A. Gould by David Kalish, his attorney in fact

01/06/2014

\*\*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).

(1) These shares were issued as restricted stock effective January 6, 2014, under the issuer's 2009 Incentive Plan. The shares vest January 5, 2019. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).

(2) Reporting person holds these shares as custodian for his children. Reporting person disclaims any beneficial interest in these shares.

(3) Reporting person is a trustee of the Gould Family Trust, which owns these shares.

(4) Reporting person is a director of the Gould Shenfeld Family Foundation.

(5) Reporting person is a senior vice president and director of One Liberty Properties, Inc., the corporation which owns these shares.

(6) Reporting person is an officer of managing general partner of Gould Investors L.P. Reporting person also holds limited partnership units in Gould Investors L.P. These shares represent all shares of issuer owned by Gould Investors L.P. Includes shares obtained through issuer's dividend reinvestment plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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