#### **BRT REALTY TRUST**

Form 4 May 27, 2014

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

GOULD FREDRIC H

1. Name and Address of Reporting Person \*

GOULD FREDRIC H				Symbol BRT REALTY TRUST [BRT]					(Check all applicable)				
	(Last)	(First)	(Middle)		e of Earliest Transaction h/Day/Year) 2/2014				Director 10% Owner Officer (give title below) Other (specify below)				
		(Street)			endment, D nth/Day/Yea	ate Origina ur)	1		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person	One Reporting l	Person		
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
	1.Title of Security (Instr. 3) Shares of Beneficial Interest	2. Transaction Da (Month/Day/Year		n Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed of	of (D)	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)		
	Shares of Beneficial Interest								30,981	I	By spouse (1)		
	Shares of Beneficial Interest								2,468	I	As custodian (2)		
	Shares of Beneficial Interest								250,566	I	By REIT Mgt. Corp. pension and		

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								profit sharing trusts (3)
Shares of Beneficial Interest						33,259	I	By Gould Family Trust (4)
Shares of Beneficial Interest						25,260	I	By 130 Store Company
Shares of Beneficial Interest						20,874	I	By BRT Realty Trust Pension Trust (6)
Shares of Beneficial Interest						23,469	I	By Gould Shenfeld Family Foundation
Shares of Beneficial Interest	05/22/2014	S	37,081 (8)	D	\$ 7.187	0	I	By One Liberty Properties, Inc. (9)
Shares of Beneficial Interest	05/22/2014	P	37,081 (10)	A	\$ 7.187	2,840,197.77	I	By Gould Investors L.P. (11)

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

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SEC 1474

(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)	ce Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOULD FREDRIC H

## **Signatures**

Fredric H. Gould, by Simeon Brinberg, his attorney in fact

05/27/2014

\*\*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) Reporting person disclaims any beneficial interest in shares. Reporting person's spouse is a director of the Gould Shenfeld Family Foundation which owns 23,469 shares of issuer.
- (2) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.
- (3) Reporting person is a trustee of REIT Management Corp. Pension Plan and Profit Sharing Trust, which combined own the number of shares shown.
- (4) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (5) Reporting person is a partner in 130 Store Company, which owns these shares.
- (6) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.
- (7) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (8) These shares were sold in a private transaction.
- (9) Reporting person is a director of One Liberty Properties, Inc., the corporation which sold these shares.
- (10) These shares were acquired in a private transaction.

Reporting person is sole shareholder and an executive officer of the corporate managing general partner of Gould Investors L.P. and sole member of a limited liability company which is the other general partner of Gould Investors L.P. Reporting person also holds limited partnership interests in Gould Investors L.P. both directly and indirectly. These shares represent all shares of issuer owned by Gould Investors L.P. Includes shares obtained through issuer's dividend re-investment plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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