BRT REALTY TRUST

Form 4

December 22, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

Issuer

burden hours per

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

GOULD FREDRIC H

1. Name and Address of Reporting Person *

| GGGED III | | | BRT REALTY TRUST [BRT] | | | | | (Check all applicable) | | | |
|---|---|--|---|--|----------------------------------|--|---------|--|--|---|--|
| (Last) | (First) (I | (| 3. Date of Earliest Transaction (Month/Day/Year) 12/18/2014 | | | Director 1 | | 10% Owner Other (specify | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative | Securi | ties Ac | quired, Disposed | of, or Benefic | ially Owned | |
| 1.Title of Security (Instr. 3) Shares of Beneficial Interest | 2. Transaction Date (Month/Day/Year) | e 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) | on(A) or Di (D) (Instr. 3, | isposed | of | 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 | | | | | | | | 25,260 | I | By 130 Store Company (1) | |
| Shares of Beneficial Interest | | | | | | | | 20,874 | I | By BRT Realty Trust Pension Trust (2) | |
| Shares of Beneficial | | | | | | | | 250,566 | I | By REIT Mgt. Corp. | |

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| Interest | | | | | | | | pension and profit sharing trusts (3) |
|-------------------------------------|------------|---|-----|---|------------|--------------|---|--|
| Shares of Beneficial Interest | | | | | | 30,981 | I | By spouse |
| Shares of Beneficial Interest | | | | | | 23,469 | I | By Gould Shenfeld Family Foundation |
| Shares of Beneficial Interest | | | | | | 33,259 | I | By Gould Family Trust (6) |
| Shares of Beneficial Interest | | | | | | 2,468 | I | As custodian (7) |
| Shares of Beneficial Interest | 12/18/2014 | P | 500 | A | \$ 7.02 | 2,848,197.77 | I | By Gould Investors L.P. (8) |
| Shares of Beneficial Interest | 12/18/2014 | P | 500 | A | \$ 7 | 2,848,697.77 | I | By Gould Investors L.P. (8) |
| Shares of Beneficial Interest | 12/18/2014 | P | 500 | A | \$ 7.05 | 2,849,197.77 | I | By Gould Investors L.P. (8) |

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

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 control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | S | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|--|---|---|---|--|--|
|---|---|---|--|---|---|---|--|--|

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Date Expiration 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

12/22/2014

**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 is a partner in 130 Store Company, which owns these shares.
- (2) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns 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 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.
- (5) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (6) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (7) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.
- Reporting person is sole shareholder 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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