

BRT REALTY TRUST
Form 4
January 31, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOULD FREDRIC H

(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)
01/31/2008

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)

CHAIRMAN OF BOARD

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Shares of Beneficial Interest	01/31/2008		A	4,000 A \$ 0	252,056 ⁽¹⁾ (2) (3) (4)	D	
Shares of Beneficial Interest					30,048 ⁽⁵⁾	I	By corporation
Shares of Beneficial Interest					2,186,282 ⁽²⁾ (6)	I	By limited partnership
Shares of Beneficial					20,469 ⁽²⁾ ⁽⁷⁾	I	By partnership

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Interest

Shares of Beneficial Interest	25,015 ⁽⁸⁾	I	By spouse
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Shares of Beneficial Interest	26,951 ⁽²⁾ ⁽⁹⁾	I	By trust
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Shares of Beneficial Interest	241,075 ⁽¹⁰⁾	I	By trust
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Shares of Beneficial Interest	16,915 ⁽¹¹⁾	I	By trust
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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)	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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOULD FREDRIC H 60 CUTTER MILL ROAD, SUITE 303 GREAT NECK, NY 11021	X		CHAIRMAN OF BOARD	

Signatures

Fredric H.
Gould

01/31/2008

 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) The 4,000 shares were awarded to reporting person under the 2003 Incentive Plan. The shares vest January 30, 2013. The award is exempt from Section 16(b) under Rule 16 (b) -3.
- (2) Includes shares obtained through issuer's dividend reinvestment plan.
- (3) Total includes 2,516 shares in reporting person's IRA.
- (4) Includes shares owned by Gould General LLC, of which reporting person is sole member.
- (5) Reporting person is an officer and director of One Liberty Properties, Inc., the corporation which owns these shares..
Represents shares owned by Gould Investors L.P. Reporting person is sole shareholder and and 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 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.
- (6)
- (7) Reporting person is a partner in 130 Store Company, which owns these shares.
- (8) Reporting person disclaims beneficial interest in these shares.
- (9) Reporting person is a trustee of the Gould Family Trust, which owns these shares.
- (10) Reporting person is a trustee of, and participant in, the pension and profit sharing trusts of REIT Management Corp., which owns these shares.
- (11) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.

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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