

GOULD FREDRIC H
Form 4
January 18, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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)
01/16/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares of Beneficial Interest | 01/16/2012 | | A | 9,125 ⁽¹⁾ | A \$ 0 | 345,337 ⁽²⁾ | D |
| Shares of Beneficial Interest | | | | | | 37,081 ⁽³⁾ | I By corporation |
| Shares of Beneficial Interest | | | | | | 25,260 ⁽⁴⁾ | I By partnership |
| Shares of Beneficial Interest | | | | | | 30,981 ⁽⁵⁾ | I By spouse |

| | | | | |
|-------------------------------|---------------------------|---|--|------------------------|
| Interest | | | | |
| Shares of Beneficial Interest | 33,259 ⁽⁶⁾ | I | | By trust |
| Shares of Beneficial Interest | 20,874 ⁽⁷⁾ | I | | By trust |
| Shares of Beneficial Interest | 250,566 ⁽⁸⁾ | I | | By trust |
| Shares of Beneficial Interest | 23,469 ⁽⁹⁾ | I | | By foundation |
| Shares of Beneficial Interest | 2,468 ⁽¹⁰⁾ | I | | As custodian |
| Shares of Beneficial Interest | 2,777,264 ⁽¹¹⁾ | I | | By limited partnership |

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)

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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

01/16/2012

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 as of January 16, 2012, under the issuer's 2009 Incentive Plan. The shares vest January 15, 2017. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).
- (2) Includes shares owned by Gould General LLC, of which reporting person is sole member.
- (3) Reporting person is an officer and director of One Liberty Properties, Inc., the corporation which owns these shares..
- (4) Reporting person is a partner in 130 Store Company, which owns these shares.
- (5) Reporting person disclaims beneficial interest in these shares. Reporting person's spouse is a director of the Gould Shenfeld Family Foundation which owns 23,469 shares of issuer.
- (6) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (7) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.
- (8) Reporting person is a trustee of, and participant in, the pension and profit sharing trusts of REIT Management Corp., which owns these shares.
- (9) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (10) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.
- (11) Represents shares owned by Gould Investors L.P. 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.

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.