

URSTADT BIDDLE PROPERTIES INC
 Form 4
 January 03, 2013

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 *
 URSTADT CHARLES J

2. Issuer Name and Ticker or Trading Symbol
 URSTADT BIDDLE PROPERTIES INC [UBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

2 PARK PLACE
 (Street)

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

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

BRONXVILLE, NY 10708

(City) (State) (Zip)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/02/2013 | | J(1) | V Amount \$ 0 | 4,157,765 | I | See footnote (4) |
| Common Stock | 01/02/2013 | | J(2) | D Amount \$ 0 | 4,082,765 | I | See footnote (4) |
| Common Stock | 01/02/2013 | | J(2) | D Amount \$ 0 | 4,082,007 | I | See footnote (4) |
| Common Stock | 01/02/2013 | | J(2) | A Amount \$ 0 | 4,157,765 (3) | I | See footnote (4) |

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

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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 |
| URSTADT CHARLES J 2 PARK PLACE BRONXVILLE, NY 10708 | X | X | Chairman of the Board and CEO | |

Signatures

Charles J. Urstadt by Thomas D. Myers as
Attorney-in-Fact
Date: 01/03/2013

__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) On January 2, 2013, the Issuer entered into an agreement with Charles J. Urstadt (the "Reporting Person") whereby the Reporting Person was granted 75,000 shares of Common Stock pursuant to the Issuer's Amended and Restated Restricted Stock Award plan (the "Restricted Stock Award Plan").

(2) Pursuant to an agreement dated January 2, 2013 between Urstadt Property Company, Inc., a Delaware corporation of which Mr. Urstadt is Chairman and a controlling shareholder ("UPCO"), as general partner of Urstadt Realty Shares II L.P., a Delaware limited partnership of which UPCO is the general partner and Mr. Urstadt is the limited partner ("URS II"), UPCO and Mr. Urstadt each transferred Common Stock of the Issuer to URS II in amounts of 758 shares and 75,000 shares, respectively. These contributions had no effect on Mr. Urstadt's beneficial ownership of Common Stock of the Issuer.

(3) This figure includes 531,250 restricted shares of Common Stock issued pursuant to the Issuer's Restricted Stock Award Plan, all of which are held by URS II, as reported on previously filed forms 4 and 5. On December 28, 2012, restrictions applicable to a previously reported

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grant of 75,000 restricted shares of Common Stock held by URS II lapsed resulting in URS II becoming fully vested in such shares. This resulted in no change in the number of shares held by URS II or in the number of shares beneficially owned by the Reporting Person.

- Mr. Urstadt is the direct beneficial owner of 454,743 shares of Common Stock of the Issuer. He is the indirect beneficial owner of 3,703,022 shares held as follows: 612,224 shares by URS II (including the restricted shares referenced in Footnote (3)), 882,932 shares by UPCO, 41,050 shares by Elinor Urstadt, Mr. Urstadt's wife, 4,385 shares by the trust established under the Issuer's Deferred Compensation Plan for the benefit of Mr. Urstadt, 1,942,431 shares by Urstadt Realty Associates Co LP, a Delaware limited partnership, of which UPCO is the general partner and Mr. Urstadt, Mrs. Urstadt, the Catherine U. Biddle Irrevocable Trust and the Charles D. Urstadt Irrevocable Trust (for each of which trusts Mr. Urstadt is the sole trustee) are the limited partners, and 220,000 shares by the Charles J. Urstadt 2012 Family Trust (the "Family Trust") of which Elinor Urstadt, is a beneficiary and co-trustee. Mr. Urstadt disclaims beneficial ownership of any shares held by the Family Trust.

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.