

URSTADT BIDDLE PROPERTIES INC
 Form 4
 January 22, 2014

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 *
BIDDLE WILLING L

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)
53 ELMWOOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

SOUTH SALEM, NY 10590

(City) (State) (Zip)

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

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)	
			Code	V	Amount	Price		
Common Stock	01/17/2014		J(1)		28,480	\$ 15.85	2,571,118 (4) I	See footnote (5)
Common Stock	01/17/2014		J(2)		14,240	\$ 15.85	2,585,358 (4) I	See footnote (5)
Common Stock	01/17/2014		J(3)		14,240	\$ 15.85	2,599,598 (4) I	See footnote (5)

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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIDDLE WILLING L 53 ELMWOOD ROAD SOUTH SALEM, NY 10590	X	X	President and CEO	

Signatures

Willing L. Biddle 01/22/2014

**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) On January 17, 2014, Willing L. Biddle (the "Reporting Person") sold 14,240 shares of Common stock to each of the Willing L. Biddle 2012 Dynasty Trust (the "WLB" Trust) and the Catherine U. Biddle 2012 Dynasty Trust (the "CUB Trust") for \$15.85 per share. Catherine U. Biddle, the Reporting Person's wife and a director of the Issuer, is the trustee of the WLB Trust and the issue of Mr. Biddle are the beneficiaries of the WLB Trust. Mr. Biddle is the trustee of the CUB Trust and Mrs. Biddle and the issue of Mrs. Biddle are the beneficiaries of the CUB Trust. This resulted in no change in the number of shares beneficially owned by the Reporting Person.
 - (2) On January 17, 2014, the WLB Trust purchased 14,240 shares of Common stock from the Reporting Person for \$15.85 per share. This resulted in no change in the number of shares beneficially owned by the Reporting Person.
 - (3) On January 17, 2014, the CUB Trust purchased 14,240 shares of Common stock from the Reporting Person for \$15.85 per share. This resulted in no change in the number of shares beneficially owned by the Reporting Person.

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- (4) This figure includes 950,000 restricted shares of Common Stock issued to Mr. Biddle and 1,000 restricted shares of Common Stock issued to Catherine U. Biddle pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan (the "Restricted Stock Award Plan").

- After all of the transactions reported on this Form 4, Mr. Biddle is the direct beneficial owner of 1,991,009 shares of Common Stock, including the 950,000 restricted shares noted in Footnote 4, and the indirect beneficial owner of 608,589 shares of Common Stock held as follows: 284,240 shares by each of the WLB Trust and the CUB Trust, 2,357 shares by the trust established under the Issuer's 2005
- (5) Deferred Compensation Plan, 2,307 shares by Mr. Biddle's IRA, 5,163 shares by the P.T. Biddle (Dec'd) IRA for benefit of Mr. Biddle, 28,657 shares by Mr. Biddle's wife, 555 shares by his wife's IRA, and 1,070 shares by the Chas. and Phoebe Biddle Trust for benefit of the issue of Mr. Biddle (the "Biddle Trust"). Mr. Biddle and C.J. Urstadt are sole trustees of the Biddle Trust. Mr. Biddle disclaims beneficial ownership of shares held by the CUB Trust.

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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