

BRT REALTY TRUST
Form 4
February 02, 2009

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 *
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)
02/02/2009

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)
			Code	V Amount (A) or (D) Price			
Shares of Beneficial Interest	02/02/2009		A	8,000 A \$ 0	260,056 ⁽¹⁾ <u>(2) (3) (4)</u>	D	
Shares of Beneficial Interest					30,048 ⁽⁵⁾	I	By corporation
Shares of Beneficial Interest					2,186,282 ⁽⁶⁾	I	By limited partnership
Shares of Beneficial Interest					20,469 ⁽⁷⁾	I	By partnership

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Interest				
Shares of Beneficial Interest	25,105 ⁽⁸⁾	I		By spouse
Shares of Beneficial Interest	26,951 ⁽⁹⁾	I		By trust
Shares of Beneficial Interest	16,915 ⁽¹⁰⁾	I		By trust
Shares of Beneficial Interest	203,039 ⁽¹¹⁾	I		By trust
Shares of beneficial interest	19,018 ⁽¹²⁾	I		By foundation

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 Following Transaction (Instr. 6)
				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
X		CHAIRMAN OF BOARD	

GOULD FREDRIC H
60 CUTTER MILL ROAD, SUITE 303
GREAT NECK, NY 11021

Signatures

Fredric H.
Gould

02/02/2009

**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) Total includes 2,516 shares in reporting person's IRA.
- (2) Includes shares owned by Gould General LLC, of which reporting person is sole member.
- (3) The 8,000 shares were awarded to reporting person under the 2003 Incentive Plan. The shares vest February 2, 2014. The award is exempt from Section 16(b) under Rule 16(b)-3.
- (4) 7,000 of the shares were issued on February 2, 2009, and 1,000 shares will be issued effective as of February 2, 2009 if the issuer's shareholders approve the adoption of a new incentive plan at the shareholders' meeting scheduled in March 2009.
- (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 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.
- (6) Reporting person is a partner in 130 Store Company, which owns these shares.
- (7) Reporting person disclaims beneficial interest in these shares. Reporting person's spouse is a director of the Gould Shenfeld Family Foundation which acquired and owns 19,018 shares of issuer. See Footnotes 9 and 10.
- (8) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (9) Reporting person is a trustee of BRT Realty Trust Pension 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 director of the Gould Shenfeld Family Foundation.
- (12) Reporting person is a director of the Gould Shenfeld Family Foundation.

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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