

BRT REALTY TRUST
Form 4
September 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 RD, STE 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)
09/11/2015

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Shares of Beneficial Interest | | | | | 269,771 | D | |
| Shares of Beneficial Interest | | | | | 25,260 | I | By 130 Store Company (1) |
| Shares of Beneficial Interest | | | | | 20,874 | I | By BRT Realty Trust Pension Trust (2) |

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| | | | | | | | | |
|-------------------------------|------------|---|-----|---|-----------|--------------|---|---------------------------------------------------------------------|
| Shares of Beneficial Interest | | | | | | 250,566 | I | By REIT Mgt. Corp. pension and profit sharing trusts ⁽³⁾ |
| Shares of Beneficial Interest | | | | | | 30,981 | I | By spouse ⁽⁴⁾ |
| Shares of Beneficial Interest | | | | | | 23,469 | I | By Gould Shenfeld Family Foundation ⁽⁵⁾ |
| Shares of Beneficial Interest | | | | | | 33,259 | I | By Gould Family Trust ⁽⁶⁾ |
| Shares of Beneficial Interest | | | | | | 2,468 | I | As custodian ⁽⁷⁾ |
| Shares of Beneficial Interest | 09/11/2015 | L | 212 | A | \$ 6.99 | 2,893,498.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/11/2015 | L | 500 | A | \$ 7 | 2,893,998.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/15/2015 | L | 54 | A | \$ 6.98 | 2,894,052.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/16/2015 | L | 500 | A | \$ 6.9 | 2,894,552.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/16/2015 | P | 500 | A | \$ 6.9086 | 2,895,052.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/17/2015 | P | 500 | A | \$ 6.95 | 2,895,552.77 | I | By Gould Investors L.P. ⁽⁸⁾ |
| Shares of Beneficial Interest | 09/17/2015 | P | 500 | A | \$ 6.92 | 2,896,052.77 | I | By Gould Investors L.P. ⁽⁸⁾ |

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | 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 RD STE 303 GREAT NECK,, NY 11021 | X | | | |

Signatures

/s/ Fredric H. Gould by David Kalish, his attorney in fact
Date: 09/18/2015

**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) Reporting person is a partner in 130 Store Company, which owns these shares.
- (2) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.
- (3) Reporting person is a trustee of REIT Management Corp. Pension Plan and Profit Sharing Trust, which combined own the number of shares shown.
- (4) Reporting person disclaims any beneficial interest in shares. Reporting person's spouse is a director of the Gould Shenfeld Family Foundation which owns 23,469 shares of issuer.
- (5) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (6) Reporting person is grantor of the Gould Family Trust, which owns these shares.

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(7) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.

Reporting person is sole shareholder of the corporate managing general partner of Gould Investors L.P. Reporting person also holds

(8) 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. Includes shares obtained through issuer's dividend re-investment plan.

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.