URSTADT BIDDLE PROPERTIES INC

Form SC 13G February 17, 2006

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Estimated average burden
hours per response 11

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

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____) *

Urstadt Biddle Properties Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

917286205

(Title of Class of Securities)

-----(CUSIP Number)

February 8, 2006

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [_] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [_] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS Wesley Capital Management, LLC I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 1 52-2280947 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY EACH REPORTING PERSON WITH -0- 8 SHARED DISPOSITIVE POWER 960,400 (See Item 2) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 960,400 (See Item 2) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.11% 12 TYPE OF REPORTING PERSON (See Instructions) OO	CUSIE	P No. 011537316	13G	Page 2 of 9 Pages									
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12 TYPE OF REPORTING PERSON (See Instructions) OO	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)											
		5.11%											
	12 TYPE OF REPORTING PERSON (See Instructions)												
		00											
CUSIP No. 011537316 13G Page 3 of 9 Pages			120										

	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):												
	John Khoury												
1	NAMES OF REPORTING PERSONS												
CUSIP	No. 011537316		13G	Page 4 of 9 Pages									
	114												
	TYPE OF REPORTING PERSON (See Instructions) IN												
12		(See In	structions)										
	5.11%												
11	PERCENT OF CLASS REPRESE	NTED BY	AMOUNT IN ROW (9)	I_J									
10	CHECK BOX IF THE AGGREGA (See Instructions)	TE AMOUN	T IN ROW (9) EXCLUDES	CERTAIN SHARES									
	960,400 (See Item	2)											
9	AGGREGATE AMOUNT BENEFIC	IALLY OW	NED BY EACH REPORTING	G PERSON									
			960,400 (See I	Item 2)									
		8	SHARED DISPOSITIVE POWER										
	WITH		-0-										
	REPORTING PERSON	7	SOLE DISPOSITIVE POW	VER									
	OWNED BY EACH		960,400 (See I	em 2)									
	BENEFICIALLY	6	SHARED VOTING POWER										
	NUMBER OF SHARES		-0-										
	United States	5	SOLE VOTING POWER										
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States												
3	SEC USE ONLY	0000000000	TION										
2	(b) [_]												
	(a) [_]												
2		X IF A M	LEMBER OF A GROUP										
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP												
	Arthur Wrubel I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):												
1	NAMES OF REPORTING PERSONS												

2	CHECK	THE APPROPRIATE BOX	IF A ME	EMBER	OF A GROUP						
	(a)	[_]									
	(b)	[_]									
3	SEC U	SE ONLY									
4	CITIZ	ENSHIP OR PLACE OF OR	GANIZAT	TION							
		Canada									
	NUMBE	R OF SHARES	5	SOLE	VOTING POWE	lR.					
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		D BY EACH TING PERSON	7	COLE	960,400 (S						
		WITH	7	SOLE	DISPOSITIVE -0-	. POWER					
			8	SHARE	D DISPOSITI	VE POWE	R				
					960,400 (8	See Item	2)				
9	AGGRE	GATE AMOUNT BENEFICIA	LLY OWN	NED BY	EACH REPOR	RTING PE	RSON				
		960,400 (See Item 4)									
10		BOX IF THE AGGREGATE	AMOUNT	I IN R	OW (9) EXCI	LUDES CE	RTAIN SH	ARES			
11	PERCE	NT OF CLASS REPRESENT	ED BY A	AMOUNT	'IN ROW (9)						
		5.11%									
12	TYPE	OF REPORTING PERSON (See Ins	struct	ions)						
		IN									
CUSIP	No. 0	 11537316 		13G			 Page 5				
Item	1.										
	(a)	Name of Issuer									
		The name of the issu	er is l	Urstad	lt Biddle Pr	copertie	s Inc.				
	(b)	Address of Issuer's	Princip	pal Ex	ecutive Off	ices					
	Avenu	The Issuer's principe, Greenwich, Connect			e office is	located	at 321	Railro	ad		
Item	2.										

(a) Name of Person Filing

This Schedule 13G is being jointly filed by Wesley Capital Management LLC, a Delaware limited liability company (the "Management Company"), Mr. Arthur Wrubel and Mr. John Khoury with respect to the ownership of the shares of Common Stock of the Issuer by three hedge funds and two managed accounts (collectively, the "Funds") for which the Management Company serves investment manager or advisor.(1) Mr. Wrubel, Mr. Khoury and the Management Company are referred to in this Schedule 13G as the "Reporting Persons."

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2006, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) (1) under the Act.

(b) Address of Principal Business Office, or if none, Residence

The address of the principal business office of each of the Reporting Persons is 535 Madison Avenue, 26th Floor, New York, NY 10022

(c) Citizenship

The Management Company is organized as a limited liability company under the laws of the State of Delaware. Mr. Wrubel is a United States citizen. Mr. Khoury is a Canadian citizen.

- (d) Title of Class of Securities
 - Common Stock, par value \$.01 per share.
- (e) CUSIP Number

917286205

The Management Company serves as investment manager or advisor to Wesley Capital L.P., a Delaware limited partnership, Wesley Capital Master Fund Limited, a Cayman Islands corporation, Wesley Capital QP, L.P., a Delaware limited partnership, and two managed accounts. Accordingly, the Management Company may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer held by the Funds. Mr. Wrubel and Mr. Khoury are Managing Members of the Management Company, and together they control its business activities. Accordingly each of Mr. Wrubel and Mr. Khoury may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer held by the Funds. The Management Company, Mr. Wrubel and Mr. Khoury each disclaim beneficial ownership of the shares of Common Stock of the Issuer held by the Funds, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities

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Not applicable.

Item 4. Ownership

- A. Wesley Capital Management, LLC(2)
 - (a) Amount beneficially owned: 960,400
 - (b) Percent of class: 5.11%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 960,400
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 960,400
- B. Arthur Wrubel (2)
 - (a) Amount beneficially owned: 960,400
 - (b) Percent of class: 5.11%.
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 960,400
 - (iii) Sole power to dispose or direct the disposition: $\ensuremath{\mathtt{0}}$
 - (iv) Shared power to dispose or direct the disposition: 960,400

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- C. John Khoury(2)
 - (a) Amount beneficially owned: 960,400
 - (b) Percent of class: 5.11%.
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 960,400

 - (iv) Shared power to dispose or direct the disposition: 960,400

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person: See response to Item 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group Not applicable.

Item 9. Notice of Dissolution of Group
Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2006

Wesley Capital Management, LLC

By: /s/ Arthur Wrubel

Name: Arthur Wrubel Its: Managing Member

Wesley Capital Management, LLC

By: /s/ John Khoury

Name: John Khoury

Name: John Khoury Its: Managing Member

/s/ Arthur Wrubel

Arthur Wrubel, individually

/s/ John Khoury
-----John Khoury, individually

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 17, 2006

Wesley Capital Management, LLC

By: /s/ Arthur Wrubel

Name: Arthur Wrubel Its: Managing Member

Wesley Capital Management, LLC

By: /s/ John Khoury

Name: John Khoury
Its: Managing Member

/s/ Arthur Wrubel

Arthur Wrubel, individually

/s/ John Khoury

John Khoury, individually