#### **BRT REALTY TRUST**

Form 4

January 08, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB 3235-0287 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| GOULD FREDRIC H                      |  |             | Symbol BRT REALTY TRUST [BRT]                               |  |  |       |      | Issuer   |  |   |  |  |
|--------------------------------------|--|-------------|---|--|--|-------|------|--|--|---|--|--|
| (Last)                               | (First)  | (Middle)    | 3. Date of Earliest Transaction (Month/Day/Year) 01/06/2016 |  |  |       |      | (Check all applicable)  Director 10% Owner Officer (give title Other (specify below)   |  |   |  |  |
|                                      | (Street)   |             | 4. If Amendment, Date Original Filed(Month/Day/Year)        |  |  |       |      | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |   |  |  |
| (City)                               | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |             |   |  |  |       |      |  |  |   |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Da<br>(Month/Day/Year   | Execution ( | med<br>on Date, if<br>Day/Year)                             | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securiti<br>on(A) or Dis<br>(D)<br>(Instr. 3, 4 | posed | of   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Beneficial<br>Interest               | 01/06/2016   |             |   | A                                      | 10,350<br>(1)                                      | A     | \$ 0 | 280,121  | D  |   |  |  |
| Shares of<br>Beneficial<br>Interest  |  |             |   |  |  |       |      | 25,260   | I  | By 130<br>Store<br>Company (2)                                    |  |  |
| Shares of<br>Beneficial<br>Interest  |  |             |   |  |  |       |      | 20,874   | I  | By BRT<br>Realty Trust<br>Pension<br>Trust (3)                    |  |  |
| Shares of<br>Beneficial              |  |             |   |  |  |       |      | 250,566  | I  | By REIT<br>Mgt. Corp.   |  |  |

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| Interest                            |              |   | pension and profit sharing trusts (4)        |
|-------------------------------------|--------------|---|--|
| Shares of<br>Beneficial<br>Interest | 30,981       | I | By spouse (5)                                |
| Shares of<br>Beneficial<br>Interest | 23,469       | I | By Gould<br>Shenfeld<br>Family<br>Foundation |
| Shares of<br>Beneficial<br>Interest | 33,259       | I | By Gould<br>Family<br>Trust (7)              |
| Shares of<br>Beneficial<br>Interest | 2,468        | I | As custodian (8)                             |
| Shares of Beneficial Interest       | 2,903,469.77 | Ι | By Gould<br>Investors<br>L.P. (9)            |

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

SEC 1474 (9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transa<br>Code<br>(Instr. | 8) | 5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | Secur | ınt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|---|---|---------------------------------|----|--|---------------------|--------------------|-------|--|---|
|   |   |   |   | Code                            | V  | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOULD FREDRIC H

## **Signatures**

Fredric H. 01/08/2016

\*\*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) These shares were issued as restricted stock effective January 6, 2016, under the issuer's 2012 Incentive Plan. The shares vest January 5, 2021. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).
- (2) Reporting person is a partner in 130 Store Company, which owns these shares.
- (3) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.
- (4) Reporting person is a trustee of REIT Management Corp. Pension Plan and Profit Sharing Trust, which combined own the number of shares shown.
- (5) 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.
- (6) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (7) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (8) 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. 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. 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.

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