

BRT REALTY TRUST  
Form 4  
June 08, 2016

**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 MATTHEW J**  
  
(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)  
**06/06/2016**

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)  
**SENIOR VICE PRESIDENT**

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)
Shares of Beneficial Interest				(A) or (D)	302,273 <sup>(1)</sup>	D	
Shares of Beneficial Interest				(A) or (D)	1,140	I	By children <sup>(2)</sup>
Shares of Beneficial Interest				(A) or (D)	33,259	I	By Gould Family Trust <sup>(3)</sup>
Shares of Beneficial Interest				(A) or (D)	23,469	I	By Gould Shenfeld

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Interest				Family Foundation (4)
Shares of Beneficial Interest	47,633	I		As custodian (5)
Shares of Beneficial Interest	2,986,799.77	I		By Gould Investors L.P. (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(7)	06/06/2016		A V	37,000	(8) (8)	Common Stock	37,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GOULD MATTHEW J  
60 CUTTER MILL ROAD, SUITE 303  
GREAT NECK, NY 11021

SENIOR VICE PRESIDENT

## Signatures

Matthew J. Gould 06/08/2016

\*\*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) Includes shares held in reporting person's IRA and Keogh accounts and in a money purchase pension plan.
- (2) These shares are owned by children of the reporting person who reside with reporting person. Reporting person disclaims any beneficial interest in these shares.
- (3) Reporting person is a trustee of the Gould Family Trust, which owns these shares.
- (4) Reporting person is a trustee of the Gould Shenfeld Family Foundation.
- (5) Shares are held by the reporting person as custodian for his children. Reporting person disclaims beneficial ownership in these shares.

These shares are owned by Gould Investors L.P. Reporting person is the chairman of the corporate managing general partner of Gould Investors L.P., and he holds limited partnership interests in Gould Investors L.P. These shares represent all of the shares of issuer owned by Gould Investors L.P.

- (6) Each Restricted Stock Unit represents a contingent right to receive 1 share of BRT Realty Trust common stock. Approximately 55% and 45% of the units vest based on satisfaction of performance metrics related to total shareholder return (including relative shareholder return) total shareholder and adjusted funds from operations, respectively. Each such unit is granted in tandem with a cash settled dividend equivalent right entitling the holder, to the extent such unit vests, to the cash dividends paid on the shares underlying such units from the grant date through March 31, 2021.
- (7) The restricted stock units vest on March 31, 2021, subject to satisfaction of applicable continued service and performance conditions.

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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