

BRT REALTY TRUST

Form 4

March 16, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOULD FREDRIC H

(Last) (First) (Middle)

(Street)

(City)

(State)

(Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRT REALTY TRUST [BRT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2016

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)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Shares of<br>Beneficial<br>Interest   |                                         |                                                             |                                      |                                                                         | 280,121                                                                                                            | D                                                                       |                                                                   |
| Shares of<br>Beneficial<br>Interest   |                                         |                                                             |                                      |                                                                         | 25,260                                                                                                             | I                                                                       | By 130<br>Store<br>Company<br>(1)                                 |
| Shares of<br>Beneficial<br>Interest   |                                         |                                                             |                                      |                                                                         | 20,874                                                                                                             | I                                                                       | By BRT<br>Realty<br>Trust<br>Pension<br>Trust (2)                 |

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|                               |            |   |     |   |           |              |   |                                                                     |
|-------------------------------|------------|---|-----|---|-----------|--------------|---|---------------------------------------------------------------------|
| Shares of Beneficial Interest |            |   |     |   |           | 250,566      | I | By REIT Mgt. Corp. pension and profit sharing trusts <sup>(3)</sup> |
| Shares of Beneficial Interest |            |   |     |   |           | 30,981       | I | By spouse <sup>(4)</sup>                                            |
| Shares of Beneficial Interest |            |   |     |   |           | 23,469       | I | By Gould Shenfeld Family Foundation <sup>(5)</sup>                  |
| Shares of Beneficial Interest |            |   |     |   |           | 33,259       | I | By Gould Family Trust <sup>(6)</sup>                                |
| Shares of Beneficial Interest |            |   |     |   |           | 2,468        | I | As custodian <sup>(7)</sup>                                         |
| Shares of Beneficial Interest | 03/09/2016 | P | 400 | A | \$ 6.65   | 2,981,914.77 | I | By Gould Investors L.P. <sup>(8)</sup>                              |
| Shares of Beneficial Interest | 03/09/2016 | P | 400 | A | \$ 6.6399 | 2,982,314.77 | I | By Gould Investors L.P. <sup>(8)</sup>                              |
| Shares of Beneficial Interest | 03/09/2016 | P | 400 | A | \$ 6.6385 | 2,982,714.77 | I | By Gould Investors L.P. <sup>(8)</sup>                              |
| Shares of Beneficial Interest | 03/09/2016 | P | 332 | A | \$ 6.63   | 2,983,046.77 | I | By Gould Investors L.P. <sup>(8)</sup>                              |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 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 |
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------|

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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| GOULD FREDRIC H                |               |           |         |       |

## Signatures

Fredric H.  
Gould

03/10/2016

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) 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 own, in the aggregate, 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 the 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.
- (7) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.
- (8) Reporting person is the sole shareholder of the corporate managing general partner of Gould Investors L.P. and the 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 the issuer owned by Gould Investors L.P.

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.