BRT REALTY TRUST

Form 4 June 08, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

SECURITIES

burden hours per response...

5. Relationship of Reporting Person(s) to

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| GOULD FREDRIC H | | Symbol | | Issuer | | | | | |
|---|--|---|---|--|--|---|--|--|--|
| | | | REALTY TRUST [BRT] | (Check all applicable) | | | | | |
| (Last) | (First) (M | | of Earliest Transaction /Day/Year) 2016 | Director 10% Owner Officer (give title Other (specify below) | | | | | |
| | (Street) | | nendment, Date Original onth/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 Security (Instr. 3) Shares of Beneficial | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code Disposed of (D) | 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) | | | |
| Interest 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) | | | |
| Shares of Beneficial | | | | 250,566 | I | By REIT Mgt. Corp. | | | |

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| Interest | | | pension and profit sharing trusts (3) | | | | | |
|---|--|---|--|--|--|--|--|--|
| Shares of Beneficial Interest | 30,981 | I | By spouse | | | | | |
| Shares of Beneficial Interest | 23,469 | I | By Gould Shenfeld Family Foundation | | | | | |
| 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 | 2,987,799.77 | 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 required to respond unless the form displays a currently valid OMB control number. | | | | | | | |

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transac Code (Instr. 8 | 3) | 5. Number of onDerivative 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. De Se (In |
|---|---|--------------------------------------|---|------------------------------------|----|--|-----|--|--------------------|---|-------------------------------------|-----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(9)</u> | 06/06/2016 | | A | V | 37,000 | | (10) | (10) | Common Stock | 37,000 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOULD FREDRIC H

Signatures

Fredric H. 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) 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.
- 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.
 - 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
- (9) return) 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..
- (10) 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. 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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