

BRT REALTY TRUST
 Form 4
 December 29, 2014

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

OMB APPROVAL

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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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| GOULD FREDRIC H | | | BRT REALTY TRUST [BRT] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| | | | 12/24/2014 | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) | 258,521 | D | |
| Shares of Beneficial Interest | | | | Code V Amount (D) Price | 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 Interest | | | | | 250,566 | I | By REIT Mgt. Corp. |

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| | | | | | | | | | |
|-------------------------------|------------|--|---|-----|---|--------|--------------|---|--|
| Interest | | | | | | | | | pension and profit sharing trusts <u>(3)</u> |
| Shares of Beneficial Interest | | | | | | 30,981 | | I | By spouse <u>(4)</u> |
| Shares of Beneficial Interest | | | | | | 23,469 | | I | By Gould Shenfeld Family Foundation <u>(5)</u> |
| Shares of Beneficial Interest | | | | | | 33,259 | | I | By Gould Family Trust <u>(6)</u> |
| Shares of Beneficial Interest | | | | | | 2,468 | | I | As custodian <u>(7)</u> |
| Shares of Beneficial Interest | 12/24/2014 | | P | 500 | A | \$ 7 | 2,850,409.77 | I | By Gould Investors L.P. <u>(8)</u> |
| Shares of Beneficial Interest | 12/24/2014 | | P | 430 | A | \$ 7 | 2,850,839.77 | I | By Gould Investors L.P. <u>(8)</u> |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

