

Edgar Filing: BRT REALTY TRUST - Form 4

| | | | | | | | | | | |
|-------------------------------|------------|--|---|------------------------|---|----------|--------------|--|--|--|
| Shares of Beneficial Interest | | | | | | | | | profit sharing trusts ⁽³⁾ | |
| Shares of Beneficial Interest | | | | | | | | | By Gould Family Trust ⁽⁴⁾ | |
| Shares of Beneficial Interest | | | | | | | | | By 130 Store Company ⁽⁵⁾ | |
| Shares of Beneficial Interest | | | | | | | | | By BRT Realty Trust Pension Trust ⁽⁶⁾ | |
| Shares of Beneficial Interest | | | | | | | | | By Gould Shenfeld Family Foundation ⁽⁷⁾ | |
| Shares of Beneficial Interest | 05/22/2014 | | S | 37,081 ⁽⁸⁾ | D | \$ 7.187 | 0 | | I | By One Liberty Properties, Inc. ⁽⁹⁾ |
| Shares of Beneficial Interest | 05/22/2014 | | P | 37,081 ⁽¹⁰⁾ | A | \$ 7.187 | 2,840,197.77 | | I | By Gould Investors L.P. ⁽¹¹⁾ |

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

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

Signatures

Fredric H. Gould, by Simeon Brinberg, his attorney
in fact

05/27/2014

__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 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.
- (2) Reporting person is custodian of these shares for a minor. Reporting person disclaims any beneficial interest in these shares.
- (3) Reporting person is a trustee of REIT Management Corp. Pension Plan and Profit Sharing Trust, which combined own the number of shares shown.
- (4) Reporting person is grantor of the Gould Family Trust, which owns these shares.
- (5) Reporting person is a partner in 130 Store Company, which owns these shares.
- (6) Reporting person is a trustee of BRT Realty Trust Pension Trust, which owns these shares.
- (7) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (8) These shares were sold in a private transaction.
- (9) Reporting person is a director of One Liberty Properties, Inc., the corporation which sold these shares.
- (10) These shares were acquired in a private transaction.
- (11) Reporting person is sole shareholder and an executive officer 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.