

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**
SEC Accession No. [0001187907-13-000016](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

GOULD MATTHEW J

CIK: **1187904**

Type: **4** | Act: **34** | File No.: **001-07172** | Film No.: **13528032**

ISSUER

BRT REALTY TRUST

CIK: **14846** | IRS No.: **132755856** | State of Incorporation: **MA** | Fiscal Year End: **0930**
SIC: **6798** Real estate investment trusts

Business Address
60 CUTTER MILL RD
SUITE 303
GREAT NECK NY 11021-3190
5164663100

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person GOULD MATTHEW J			2. Issuer Name and Ticker or Trading Symbol BRT REALTY TRUST [BRT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SENIOR VICE PRESIDENT		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2013					
60 CUTTER MILL ROAD, SUITE 303			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) GREAT NECK, NY 11021								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Shares of Beneficial Interest	01/10/2013		A		13,725 ⁽¹⁾	A	\$ 0	258,293 ⁽²⁾	D	
Shares of Beneficial Interest								47,633 ⁽³⁾	I	As custodian
Shares of Beneficial Interest								37,081 ⁽⁴⁾	I	By corporation
Shares of Beneficial Interest								33,259 ⁽⁵⁾	I	By trust
Shares of Beneficial Interest								1,140 ⁽⁶⁾	I	By children
Shares of Beneficial Interest								23,469 ⁽⁷⁾	I	By foundation
Shares of Beneficial Interest								2,777,264 ⁽⁸⁾	I	By limited partnership

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--	--	--

												Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title				

Explanation of Responses:

- 1. These shares were issued as restricted stock effective as of January 10, 2013, under the issuer's 2009 Incentive Plan. The shares vest January 9, 2018. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).
- 2. Total includes shares owned by IRA of reporting person and shares owned by money purchase pension plan.
- 3. Reporting person holds these shares as custodian for his children. Reporting person disclaims any beneficial interest in these shares.
- 4. Reporting person is a senior vice president of One Liberty Properties, Inc., the corporation which owns these shares.
- 5. These shares are owned by a family trust of which reporting person is a trustee.
- 6. These shares are owned by children of reporting person who reside with reporting person. Reporting person disclaims any beneficial interest in these shares.
- 7. These shares are owned by a charitable foundation of which reporting person is a director.
- 8. These shares are owned by Gould Investors L.P. Reporting person is president 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 shares of issuer owned by Gould Investors L.P.

Signatures

Matthew J. Gould

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.