FORM 4

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

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

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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Estimated average burden Expires: January 31, 2005 OMB Number: 3235-0287 hours per response.....0.5

1. Title of Security (Instr. 3)						Louis C. Grassi 2001 Marcus Drive Lake Success NY 11042					
		Transaction Ex	2. 2A	Table 1	•					1. Natue and Address of Reporting Person* Louis C, Grassi 2001 Mazons Drive	
, (f (max m)	m/dd/vv)	ecution	. Deemed	[-Non-I	_		4. Lt	01/1	3. D	2. ls BR1	
Code	(Instr. 8)	Code	3. Transaction)erivativ			amendment,	nth/Day/Year 6/2012	ate of Earliest	2. Issuer Name and Ticke BRT Realty Trust [BRT]	
V A		<u>_</u>	on 4	e Secur			Date Origin		Transactio	d Ticker or [BRT]	
unount (A) Price or (D)		Instr. 3, 4, & 5)	Securities Acquired (A) or Disposed	ities Acquired, Disposed				, , , , , , , , , , , , , , , , , , ,	n Required to be Reported	2. Issuer Name and Ticker or Trading Symbol BRT Realty Trust [BRT]	
		Securities	of (D) 5. Amount of 6	, 0r	Form filed by More Than	_X_ Form filed by One Report	5. Individual or Joint/Group Filing		Officer (give title below)	5. Relationship of Reporting Person(s) to Issuer (check all applicable) _X_Director10% Owner	
or Indirect (I) (Instr. 4)			_	vned	n One Reporting Person	orting Person	(Check Applicable Line))Other (specify below)	n(s) to Issuer (check all applica	
	Code V Amount (A) Price Control Country (A) Price Control Cont	dd/yy) Code V Code V Amount (A) Price Beneficially Owned Following Direct (D) (Instr. 3, & 4)	Transaction Execution Code (Instr. 3, 4, & 5) Date (Instr. 8) (mmr/dd/yy) Code V Code V Transaction Execution Code (Instr. 3, 4, & 5) Securities Ownership Beneficially Form: Owned Following Or Indirect (I) Transaction(s) (Instr. 4)	f Security 2.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. 2A. Deemed Transaction Code Execution Date, if any (mm/dd/yy) Code V Code V Code Transaction (mm/dd/yy) Code V Code V Code Transaction (mstr. 3, 4, & 5) Form filed by More Than One Reporting Owned 4. Securities Acquired (A) or Disposed of (D) Securities Ownership Beneficially Owned Following Or Indirect (D) Or Indirect (D) Or Instr. 3, & 4) Code V Code V Code (Instr. 3, 4, & 5) Form filed by More Than One Reporting Owned Following Ownership Ownership Or Indirect (D) Or Instr. 3, & 4)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ownedship Transaction Date, if any (Imm/dd/yy) Transaction Code (Imm/dd/yy) Todate (Imm/dd/yy) Transaction Date, if any (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction Date, if any (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction (Imm/dd/yy) Transaction (Imstr. 3, 4, & 5) Transaction (Instr. 3, 4, & 5) Transaction (Instr. 4) Transaction (Instr. 3, 4, & 4) Transaction(Imm/dd/yy) Transaction(Im	(Month/Day/Year) A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appliance of A. If amendment, Date Original Filed (Month/Day/Year) 7. Individual or Joint/Group Filing (Check Appliance of Appliance of Appliance of A. Individual or Joint/Group Filing (Check Appliance of Appliance of Appliance of Appliance of Appliance of Appliance of A. Individual or Joint/Group Filing (Check Appliance of	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. If amendment, Date Original Filed (Month/Day/Year) (Instr. 3, 4, & 5) (Instr. 3, 4, & 5) (Instr. 3, 4, & 5) (Instr. 3, 8, 4) (Instr. 3, 8, 4)	

Form 4 (cont.)
Name and Address of Reporting Person
Louis C. Grassi
2001 Marcus Drive
Lake Success NY 11042

Issuer Name and Ticker or Trading Symbol BRT Realty Trust [BRT]

Period Of Report 01/16/2012

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			(mstr. 5)	Security	Denvanve	I. IIIE OI	1 724 26	
		2. Con-	3					
-				(пштиаа/уу)	action Date	5. Frans-	3	
			(mm/dd/yy) (Instr. 8)	Date, it any	Execution	5A. Deemed	,	Tabl
	Code V		(Instr. 8)	Code	action			e II -Der
	(A)		(Instr. 3, 4, & 5)	Disposed of (D)	Securities Acquired (A) or	5. No. of Derivative	(e.g., puts, calls, warrants, options, converti	lable II -Derivative Securities Acquired, Disposed of,
	(D)		9	٣	uired (A) or	ative	s, warrar	urities Ac
	Date Exer- cisable			(mm/dd/yy)	Expiration Date	6. Date Exercisable and	its, options	equired, Di
	Expiration Date				ล	sable and	, converti	isposed of
_	Title			(Instr. 3 & 4)	Underlying Securities	7. Title and Amount of	ble securities)	, or Benef
	Amount or Number of Shares				curities	mount of	ties)	or Beneficially Owned
				Security	Derivative	8. Price of 9. No. of		ned
_	Following Reported Trans- action(s) (Instr. 3, &	Owned	Beneficially	Securities	Derivative	9. No. of		
	Orect (D) or indirect (I) (Instr. 4)	Securities:	Derivative	Form of	Ownership	10.		
		(Instr. 4)	Ownership	Beneficial	of Indirect	11. Nature		

Explanation of Responses:
(1) - These shares were issued as restricted stock effective as of January 16, 2012, under the issuer's 2009 Incentive Plan. The shares vest January 15, 2017. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).

By: Louis C. Grassi
**Signature of Reporting Person

1/16/2012 Date