



BERNSTEIN KENNETH F  
Form 4  
Revision No.: 2014-01-06

Client Reference Number:

**FORM 4**

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

| OMB APPROVAL                                   |                   |
|------------------------------------------------|-------------------|
| OMB Number:                                    | 3235-0287         |
| Expires:                                       | December 31, 2014 |
| Estimated average burden hours per response... | 0.5               |

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

**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

|                                                                                                                                                                                                                         |                                                                       |                                          |                                                                                                                                                                                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>BERNSTEIN KENNETH F</b><br>(Last) (First) (Middle)<br><br><b>1311 MAMARONECK AVENUE, SUITE 260</b><br>(Street)<br><b>WHITE PLAINS, NY 10605</b><br>(City) (State) (Zip) | 2. Issuer<br><b>BRT REALTY TRUST</b>                                  | Ticker or Trading Symbol<br><b>[BRT]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |
|                                                                                                                                                                                                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/06/2014</b> |                                          |                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                         | 4. If Amendment, Date Original Filed (Month/Day/Year)                 |                                          |                                                                                                                                                                                                                                                                        |
| 6. Individual or Joint/Group Filing (Will be automatically set)<br><input checked="" type="radio"/> Form filed by One Reporting Person<br><input type="radio"/> Form filed by More than One Reporting Person            |                                                                       |                                          |                                                                                                                                                                                                                                                                        |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| H<br>o<br>l<br>d<br>i<br>n<br>g | 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |       | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------|---|----------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------|
|                                 |                                    |                                         |                                                             | Code                              | V | Amount                                                               | (A) or (D) | Price |                                                                                                              |                                                                      |                                                             |
| <input type="checkbox"/>        | Shares of Beneficial Interest      | 01/06/2014                              |                                                             | A                                 |   | 3,250 <sup>(1)</sup>                                                 | A          | \$0   | 26,498                                                                                                       | D                                                                    |                                                             |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| H<br>o<br>l<br>d<br>i<br>n<br>g | 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying<br>Securities<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|-----------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------|---------------------------------------------------------------------|-------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                 |                                               |                                                                    |                                            |                                                             | Code                              | V |                                                                                                        | Date Exercisable                                               | Expiration Date | Title                                                               | Amount or Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |

**Explanation of Responses:**

1. These shares were issued as restricted stock effective January 6, 2014, under the issuer's 2009 Incentive Plan. The shares vest January 6, 2019. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).

**Remarks:**

Kenneth F. Bernstein

01/06/2014

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
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.

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.

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.