GOULD JEFFREY Form 4 Revision No.: 20015-01-09

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	
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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

1. Name and Address of Reporting Person * GOULD JEFFREY	2. IssuerTicker or Trading SymbolBRT REALTY TRUST[BRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 60 CUTTER MILL ROAD, SUITE 303	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2015	✓ Director ☐ 10% Owner ✓ Officer (give title below) ☐ Other (specify below) PRESIDENT AND CEO			
(Street) <u>GREAT NECK, NY 11021</u> (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Will be automatically set) Form filed by One Reporting Person Form filed by More than One Reporting Person 			

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

H 0 1	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership	
d i n g				Code	V	Amount	(A) or (D)	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	(Instr. 4)	
	Shares of beneficial interest	01/09/2015		А		14,625 (1)	А	\$0	341,496	D		
	Shares of beneficial interest								23,469	Ι	By Gould Shenfeld Family Foundation ⁽²⁾	
	Shares of beneficial interest								73,055	Ι	As custodian ⁽³⁾	
	Shares of beneficial interest								33,259	Ι	By Gould Family Trust (4)	
	Shares of Beneficial Interest								2,856,292.77	Ι	By Gould Investors L.P. (5)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

H o 1 d	1. Title of Derivative Security (Instr. 3)	2. Conversion 3. Transaction or Exercise Date Price of (Month/Day/Yea Derivative Security	Date (Month/Day/Year)	Execution Date, if	(Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	. 3 and 4)	Derivative Security	Derivative Securities	Ownership Form of	11. Nature of Indirect Beneficial
n g					Code V	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date		Title Amount or Number of Shares		Owned Following	Security: Direct (D) or Indirect	Ownership (Instr. 4)

Explanation of Responses:

- 1. These shares were issued as restricted stock effective January 9, 2015, under the issuer's 2012 Incentive Plan. The shares vest January 8, 2020. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).
- 2. Reporting person is a director of the Gould Shenfeld Family Foundation.
- 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 trustee of the Gould Family Trust, which owns these shares.
- 5. Reporting person is an officer of managing general partner of Gould Investors L.P. Reporting person also holds limited partnership units in Gould Investors L.P. These shares represent all shares of issuer owned by Gould Investors L.P. Includes shares obtained through issuer's dividend reinvestment plan.

Remarks:

Jeffrey A. Gould by David Kalish-, his attorney in fact	01/09/2015
**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.

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