

GOULD MATTHEW J
Form 4/A
Revision No.: 2015-08-20A

Client Reference Number:

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

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(b) of the Investment Company Act of 1940

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| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| GOULD MATTHEW J | | BRT REALTY TRUST | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) SENIOR VICE PRESIDENT <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Will be automatically set) | |
| 60 CUTTER MILL ROAD, SUITE 303 | | 08/20/2015 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (Street) GREAT NECK, NY 11021 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 7. Nature of Indirect Beneficial | |
| (City) (State) (Zip) | | 08/24/2015 | | Ownership Form: Direct (D) or Indirect (I) By Gould Investors L.P. ¹²⁾ | |

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

| H 1 1 1 1 8 | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Amount | (A) or (D) | Price | 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 | | | | | | | |
| <input type="checkbox"/> | Shares of Beneficial Interest | 08/20/2015 | | P | V | 500 | | A | \$6.95 | 2,890,877.77 ⁽¹⁾ | I | By Gould Investors L.P. ¹²⁾ |

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

| H 0 1 1 1 1 E | 1. Title of Derivative Security or Exercise Price of Derivative Security (Instr. 3) | 2. Conversion or Exercise Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | | 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. 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. Name of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---|---|--------------------------------------|--|---------------------|---|---|--|---|--|--|--|--|
| | | | | | Code | V | | | | | | | |

Explanation of Responses:

1. This amendment is filed to correct the number of shares reported in Column 5 of the reporting person's Form 4 filed August 24, 2015.
2. These shares are owned by Gould Investors L.P. Reporting person is the chairman of the managing general partner of Gould Investors L.P.

Remarks:

Matthew J. Gould

11/06/2015

** 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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