6/8/2016 SEC FORM 4

SEC Form 4

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	API	PRC	VAL

OMB Number: 3235-0287 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Chest   (First)   (Modelie)   3. Date of Earlest Termanaction (Month/Day/Year)   3. Date of Criginal Fised (Month/Day/Year)   3. Date of	1. Name and Address of Reporting Person* GOULD MATTHEW J					2. <u>B</u>	2. Issuer Name and Ticker or Trading Symbol BRT REALTY TRUST [ BRT ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner						
College   Coll	(Last) 60 CUTT	,	•		<del></del>										X Officer (give title below) Other (specify below)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Disposed of, or Beneficially Owned Disposed of (7) (Instr. 3, 4 and 5) Disposed of (8) (Instr. 3, 4 and 5) Dispos	(Street) GREAT N	JECK N		11021		4.	4. If Amendment, Date of				of Original Filed (Month/Day/Year)				Line) X Form filed by One Reporting Person				rson	е	
2. Primacetion Medit/Day/Year)	(City)	(S	tate)	(Zip)	Walter Marine Steady										Person	iou by i					
Date   Committed																					
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Shares of Beneficial Interest  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. Strainsaction Date Execution Date Price of Derivative Security (Instr. 3)  3. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  4. Source Execution Date (Month/Day/Year)  5. Number of Operivative Securities (Month/Day/Year)  (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  9. Number of derivative Securities Security (Instr. 3)  11. Nature of Execution Date (Month/Day/Year)  12. Ownership Form: Disposed of (I) (Instr. 4)  13. Transaction Date (Month/Day/Year)  14. Nature of Indirect Securities Month/Day/Year)  15. Number of of Expiration Date (Month/Day/Year)  16. Date Exercisable and Form (Month/Day/Year)  17. Title and Amount or Number of Operivative Security (Instr. 3)  18. Price of Derivative Securities (Month/Day/Year)  19. Number of derivative Securities (Month/Day/Year)  11. Nature of Indirect Securities (Month/Day/Year)  19. Number of of Indirect Securities (Month/Day/Year)  10. Ownership Form: Direct (D) ownership Form: Direct (D) ownership Security (Instr. 4)  10. Ownership Security (Instr. 4)  11. Nature of Execution Date (Month/Day/Year)  11. Nature of Indirect Securities (Month/Day/Year)  11. Nature of Indirect Security (Instr. 4)  12. Ownership Security (Instr. 4)  13. A and 5)  14. Ownership Security (Instr. 4)  14. Ownership Security (Instr. 4)  15. Number of of Indirect Securities (Instr. 4)  16. Date Exercisable and Transaction of Security (Instr. 3)  17. Title and Amount of Security (Instr. 4)  18. Ownership Security (Instr. 4)  19. Ownership Security (Instr. 4)  10. Ownership Security (Instr. 4)  11. Nature of Indirect Security (Instr. 4)  12. Nature of Instruction (Instr. 4)  13. Nature of Instruction (Instr. 4)  14. Ownership Security (Instr. 4)  15. Number of of Instruction (Instr. 4)  16. Ownership Security (Instr. 3)  18. Ownership S	Shares of Beneficial Interest												23,46	23,469		Shenfeld Family Foundation					
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 Date (Month/Day/Year)  (Instr. 3)  Restricted  Restricted  Restricted  1. Title of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 4)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 4)  2. Conversion Or Date (Instr. 3)  (Instr. 4)  3. Transaction Date (Month/Day/Year)  (Instr. 3)  Amount or Date (Instr. 4)	Shares of Beneficial Interest											47,633 I			custodian						
4. Title of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Exercise Price of Derivative Security (Instr. 3) Exercise Price of Derivative Security (Instr. 3) Exercise Price of Derivative Security (Instr. 4) Expiration Date (Instr. 4) (Instr. 4	Shares of	Shares of Beneficial Interest								į		2,986,799.77		I Inv		nvestors					
Derivative Security  Security  Conversion or Execution Date (Month/Day/Year)  Execution Date (Month/Day/Year)  Security  Security  Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Exercisable Expiration Date  Code (North/Day/Year)  Securities  Securities  Underlying  Derivative Securities  Securities  Underlying  Securities  Underlying  Securities  Underlying  Securities  Underlying  Securities  Underlying  Securities  Ownership Form:  Direct (D) or indirect (D) owned Following  Reported Transaction(s) (instr. 4)  Amount or Number of Number of Shares  Restricted  Stock  (7) 06/06/2016			Т	able li	- Deriva (e.g., p	tive outs,	Secu calls	rities / s, warr	Acq:	uired, s, optic	Dis <sub>i</sub> ons,	posed of convert	, or Ber	eficiall urities	y Owned )		<u> </u>	i i i i i i i i i i i i i i i i i i i			
Code V (A) (D) Date Expiration Date Title Shares  Restricted Stock (7) 06/06/2016 A V 37 000 (8) Common 37 000 (9) 27 000 (7)	Derivative Conversion or Exercise Price of Derivative Endowment of Derivative Exercise Price of Derivative		Date, Transaction Code (Instr			lon of str. Derivative Securities Acquired (A) or Disposed of (D) (instr.		Expiration Date			of Securities Underlying Derivative Security		of Derivative Security	deriva Secur Benef Owne Follow Repor Trans	derivative Securities Beneficially Owned Following Reported Transaction(s)		nership of Indirec m: Beneficial ect (D) Ownershi ndirect (Instr. 4)				
Stock (7) 06/06/2016 A V 37 000 (8) Common 37 000 (9) 27 000 D					45	Code	V	(A)	(D)		able		Title	or Number of	or						
Units (6) (6) Stock (7) 57,000 (7) Stock (8) 37,000 (8)	Restricted Stock Units	(7)	06/06/2016			A	٧	37,000		(8)		(8)		37,000	\$0	37	7,000	D			

### Explanation of Responses:

- 1. Includes shares held in reporting person's IRA and Keogh accounts and in a money purchase pension plan.
- 2. These shares are owned by children of the reporting person who reside with reporting person. Reporting person disclaims any beneficial interest in these shares.
- 3. Reporting person is a trustee of the Gould Family Trust, which owns these shares.
- 4. Reporting person is a trustee of the Gould Shenfeld Family Foundation.
- 5. Shares are held by the reporting person as custodian for his children. Reporting person disclaims beneficial ownership in these shares.
- 6. These shares are owned by Gould Investors L.P. Reporting person is the chairman 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 of the shares of issuer owned by Gould Investors L.P.

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7. Each Restricted Stock Unit represents a contingent right to receive 1 share of BRT Realty Trust common stock. Approximately 55% and 45% of the units vest based on satisfaction of performance metrics related to total shareholder return (including relative shareholder return) total shareholder and adjusted funds from operations, respectively. Each such unit is granted in tandem with a cash settled dividend equivalent right entitling the holder, to the extent such unit vests, to the cash dividends paid on the shares underlying such units from the grant date through March 31, 2021.

8. The restricted stock units vest on March 31, 2021, subject to satisfaction of applicable continued service and performance conditions.

#### Remarks:

Matthew J. Gould

06/08/2016

\*\* 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. 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.