

GOULD MITCHELL
Form 4
Revision No.: 2021-04-09+L

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

| 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 MITCHELL (Last) (First) (Middle) 60 CUTTER MILL ROAD, SUITE 303 (Street) GREAT NECK, NY 11021 (City) (State) (Zip) | 2. Issuer BRT Apartments Corp. | Ticker or Trading Symbol [BRT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/09/2021 | 4. If Amendment, Date Original Filed (Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing (Will be automatically set) <input checked="" type="radio"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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 | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/09/2021 | | M | | 13,750 ⁽¹⁾ | A | (1) | 186,304 | D | |
| Common Stock | 06/09/2021 | | A | | 8,800 ⁽²⁾ | A | \$0 | 195,104 | D | |

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 Exercise Price of Derivative Security | 3. Transaction Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Transaction Code (Instr. 8) | | 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. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$0 ⁽³⁾ | 04/09/2021 ⁽³⁾ | | M | | D 13,750 | ⁽³⁾ | ⁽³⁾ | Common Stock | 13,750 | | 0 ⁽³⁾ | D | |

Explanation of Responses:

- Represents the receipt of shares upon satisfaction of specified metrics with respect to restricted stock units granted on June 6, 2016. See Note 3.
- These shares were issued as restricted stock effective June 9, 2021 under the issuer's 2020 Incentive Plan. Generally, subject to the reporting person's continued relationship with issuer, the shares vest on June 8, 2026.
- Represents the achievement of specified metrics relating to such restricted stock units which were issued in 2016 and for which the measurement period ended March 31, 2021. See Note 1. After giving effect to the exchange of the number of RSUs reflected in Column 5 of Table II for the equivalent number of shares of common stock reflected in Table I, the reporting person does not own any derivative securities.

Remarks:

/s/ Mitchell Gould

06/11/2021

**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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