

GOULD FREDRIC H

Form 4

January 31, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOULD FREDRIC H

(Last) (First) (Middle)

60 CUTTER MILL ROAD, SUITE
303

(Street)

GREAT NECK, NY 11021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BRT REALTY TRUST [BRT]

3. Date of Earliest Transaction
(Month/Day/Year)

01/31/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN OF BOARD

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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)
SHARES OF BENEFICIAL INTEREST	01/31/2005		A	2,900 A \$ 0	222,163 ⁽¹⁾ ₍₂₎	D	
SHARES OF BENEFICIAL INTEREST					30,048 ⁽³⁾	I	BY CORPORATION
SHARES OF BENEFICIAL INTEREST					2,108,048 ₍₄₎	I	BY LIMITED PARTNERSHIP
SHARES OF BENEFICIAL					18,988 ⁽⁵⁾	I	BY PARTNERSHIP

INTEREST

SHARES OF BENEFICIAL INTEREST	25,015 ⁽⁶⁾	I	BY SPOUSE
SHARES OF BENEFICIAL INTEREST	25,000 ⁽⁷⁾	I	BY TRUST
SHARES OF BENEFICIAL INTEREST	34,762 ⁽⁸⁾	I	BY TRUST
SHARES OF BENEFICIAL INTEREST	241,075 ⁽⁹⁾	I	BY TRUST
SHARES OF BENEFICIAL INTEREST	16,915 ⁽¹⁰⁾	I	BY TRUST

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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)
EMPLOYEE STOCK OPT. - (RIGHT TO BUY)	\$ 7.75			Code V (A) (D)		12/13/2002 12/12/2010	SHARES OF BENEFICIAL INTEREST

Amc
or
Num
of
Shar

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOULD FREDRIC H 60 CUTTER MILL ROAD, SUITE 303 GREAT NECK, NY 11021	X		CHAIRMAN OF BOARD	

Signatures

Fredric H. Gould 01/31/2005

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Total includes 2,516 shares in reporting person's IRA.
- (2) The 2,900 shares were awarded to reporting person under the 2003 Incentive Plan. The shares vest January 30, 2010. The award is exempt from Section 16(b) under Rule 16(b)-3.
- (3) REPORTING PERSON IS AN OFFICER AND DIRECTOR OF THE CORPORATION WHICH OWNS THESE SHARES.
REPRESENTS SHARES OWNED BY GOULD INVESTORS L.P. REPORTING PERSON IS SOLE SHAREHOLDER AND AN EXECUTIVE OFFICER OF THE CORPORATE MANAGING GENERAL PARTNER OF GOULD INVESTORS L.P., SOLE MEMBER OF A LIMITED LIABILITY COMPANY WHICH IS THE OTHER GENERAL PARTNER OF GOULD INVESTORS L.P. AND HE HOLDS LIMITED PARTNERSHIP INTERESTS IN GOULD INVESTORS L.P., BOTH DIRECTLY AND INDIRECTLY. THESE SHARES REPRESENT ALL SHARES OF ISSUER OWNED BY GOULD INVESTORS L.P.
- (5) REPORTING PERSON IS A PARTNER IN 130 STORE COMPANY, WHICH OWNS THE SHARES REPORTED.
- (6) INCLUDES SHARES OWNED IN IRA OF REPORTING PERSON'S SPOUSE. REPORTING PERSON DISCLAIMS BENEFICIAL INTEREST IN THESE SHARES.
- (7) REPORTING PERSON IS A TRUSTEE OF THE TRUST WHICH OWNS THESE SHARES.
- (8) REPORTING PERSON IS A CO-TRUSTEE OF TRUSTS FOR BENEFIT OF OTHERS, WHICH OWN THE SHARES REPORTED. REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF THESE SHARES.
- (9) REPORTING PERSON IS A TRUSTEE OF, AND PARTICIPANT IN, THE PENSION AND PROFIT SHARING TRUSTS OF REIT MANAGEMENT CORP., WHICH OWNS THE SHARES REPORTED.
- (10) REPORTING PERSON IS A TRUSTEE OF BRT REALTY TRUST PENSION TRUST, WHICH OWNS THE SHARES REPORTED.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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