

BRT REALTY TRUST  
Form 4/A  
December 29, 2014

**FORM 4**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOULD MATTHEW J**  
  
(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)  
**12/23/2014**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**12/24/2014**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SENIOR VICE PRESIDENT**

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Shares of Beneficial Interest	12/23/2014		P	712	A	\$ 7 (1)	2,849,909.77	I	By Gould Investors L.P. (2)

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

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

