

URSTADT BIDDLE PROPERTIES INC
 Form 4
 February 03, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 URSTADT CHARLES J

2. Issuer Name and Ticker or Trading Symbol
 URSTADT BIDDLE PROPERTIES INC [UBP]

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

(Last) (First) (Middle)
 2 PARK PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2015

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

BRONXVILLE, NY 10708
 (City) (State) (Zip)

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

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 (Instr. 4)
Common Stock	01/30/2015		J ⁽¹⁾	50,000 D	\$ 0 4,209,163 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock	01/30/2015		J ⁽¹⁾	50,000 A	\$ 0 4,259,163 ⁽²⁾	I	See footnote ⁽³⁾

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)

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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
URSTADT CHARLES J 2 PARK PLACE BRONXVILLE, NY 10708	X		Chairman	
URSTADT PROPERTY CO INC 2 PARK PLACE BRONXVILLE, NY 10708				Joint Filer

Signatures

Charles J. Urstadt by Thomas D. Myers as
 Attorney-in-Fact 02/03/2015
**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) Pursuant to an agreement between Mr. Urstadt and Urstadt Property Company, Inc., a Delaware corporation of which Mr. Urstadt is Chairman and a controlling shareholder ("UPCO"), as general partner of Urstadt Realty Shares II L.P., a Delaware limited partnership of which UPCO is the general partner and Mr. Urstadt is the limited partner ("URS II"), Mr. Urstadt transferred 50,000 shares of Common Stock of the Issuer to URS II. This resulted in no change in the number of Common shares beneficially owned by Mr. Urstadt.
- This figure includes 325,000 restricted shares of Common Stock issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan ("Restricted Stock Award Plan"), all of which are held by URS II, as reported on previously filed Forms 4 and 5. On January 3, 2015 and January 4, 2015, restrictions applicable to two previously reported grants totaling 150,000 restricted shares of Common Stock held by URS II lapsed resulting in URS II becoming fully vested in such shares. This resulted in no change in the number of shares held by URS II or in the number of shares beneficially owned by the Reporting Persons.
- (2) Mr. Urstadt is the direct beneficial owner of 687,497 shares of Common Stock and the indirect beneficial owner of 3,571,666 shares held as follows: 480,721 shares by URS II (including the restricted shares referenced in Foonote (2)), 883,185 shares by UPCO, 41,050 shares by Elinor Urstadt, Mr. Urstadt's wife, 4,279 shares by the trust established under the Issuer's 2005 Excess Benefit and Deferred

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Compensation Plan for the benefit of Mr. Urstadt, 1,942,431 shares by Urstadt Realty Associates Co LP, a Delaware limited partnership, of which UPCO is the general partner and Mr. Urstadt, Mrs. Urstadt, the Catherine U. Biddle Irrevocable Trust and the Charles D. Urstadt Irrevocable Trust (for each of which trusts Mr. Urstadt is the sole trustee) are the limited partners, and 220,000 shares by the Charles J. Urstadt 2012 Family Trust (the "Family Trust") of which Elinor Urstadt, is a beneficiary and co-trustee. Mr. Urstadt disclaims beneficial ownership of any shares held by the Family Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.