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URSTADT BIDDLE PROPERTIES INC

Form 4 May 24, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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(b).

(Print or Type Responses)

See Instruction

1. Name and A URSTADT	g Person *	2. Issue Symbol	er Name ar	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			URSTA INC [U		DDLE PROPERTIES	(Chec	k all applicable	e)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			_X_ Director			
2 PARK PLACE (Street)			(Month/Day/Year)			_X_ Officer (give below)	below)	er (specify	
			05/20/2	2011		Chairman of the Board and CEO			
			4. If Am	endment, I	Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Mo	onth/Day/Ye	ar)				
						Form filed by O			
BRONXVI	LLE, NY 10708					_X_ Form filed by N Person	Aore than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	-Derivative Securities Acq	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deer	med	3.	4. Securities Acquired (A	A) 5. Amount of	6.	7. Nature	
Security	(Month/Day/Year	Execution	n Date_if	Transacti	iomr Disposed of (D)	Securities	Ownership	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities or Dispose (Instr. 3, 4	d of (I))	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)
Class A Common Stock	05/20/2011		P	100,000	A	\$ 18.41	386,425 (2)	I	See Footnote (3)
Class A Common Stock	05/20/2011		S	100,000 (1)	D	\$ 18.41	286,425 (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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	ınt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	·				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						2	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

Charles J. Urstadt by Thomas D. Myers as Attorney-in-Fact

05/24/2011

Date

**Signature of Reporting Person

n of Doorson

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).
 - On May 20, 2011, Urstadt Property Company, Inc., a Delaware corporation of which Mr. Urstadt is a controlling shareholder ("UPCO"), purchased 100,000 shares of Class A Common Stock from the Urstadt Conservation Foundation (the "Foundation"), of which Mr. Urstadt
- (1) and Elinor F. Urstadt, his wife, are the sole trustees. This transaction results in the Foundation no longer owning any shares of Class A Common Stock. Since the Foundation is a 501(c)(3) organization, Mr. Urstadt has disclaimed any beneficial interest in the shares owned by the Foundation and future acquisitions by the Foundation of stock of the Issuer will not be reported on Forms 4.
- (2) This figure includes 35,000 restricted shares of Class A Common Stock issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan.
 - Mr. Urstadt is the direct beneficial owner of 130,050 shares of Class A Common Stock, including 35,000 restricted shared noted in Footnote 2. He is the indirect beneficial owner of 156,375 shares of Class A Common Stock, of which 10,000 shares are owned of record
- (3) by Elinor F. Urstadt, 106,375 shares are owned by UPCO, and 40,000 shares are held of record 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.

Reporting Owners 2

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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.