

URSTADT BIDDLE PROPERTIES INC

Form 5

November 16, 2015

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

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

(Last) (First) (Middle)

2 PARK PLACE

(Street)

BRONXVILLE, NY 10708

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
10/31/2015

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 the Board

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/16/2015	Â	J	48 ⁽¹⁾ A \$ 18.9962	4,259,351 ⁽²⁾	I	See footnotes (3) (4)
Common Stock	04/17/2015	Â	J	53 ⁽¹⁾ A \$ 17.6305	4,259,351 ⁽²⁾	I	See footnotes (3) (4)
Common Stock	07/17/2015	Â	J	53 ⁽¹⁾ A \$ 17.75	4,259,351 ⁽²⁾	I	See footnotes

(3) (4)

Common Stock 10/16/2015 Â J 52 ⁽¹⁾ A \$ 18.413 4,259,351 ⁽²⁾ I See footnotes (3) (4)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. of
					(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	Â X	Â X	Â Chairman of the Board	Â

Signatures

Charles J. Urstadt by Thomas D. Myers as Attorney-in-Fact 11/16/2015

__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) Those shares of Common Stock of which Mr. Urstadt is the indirect beneficial owner, and which are owned by the trust established under the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plan of 2005 (the "Compensation Plan Trust"), are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 16, 2015, April 17, 2015, July 17, 2015 and October 16, 2015, dividends on these shares were paid and automatically reinvested by the Compensation Plan Trust in additional Common Stock for the benefit of Mr. Urstadt in the amounts of 48.4077 shares, 52.7753 shares, 53.0890 shares, and 51.8261 shares, respectively.

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- (2) This figure includes 325,000 restricted shares of Common Stock that were issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan, and which are held by Urstadt Realty Shares II L.P. ("URS II"), a Delaware limited partnership of which Mr. Urstadt is the limited partner and Urstadt Property Company, Inc., a Delaware corporation of which Mr. Urstadt is Chairman and a controlling shareholder ("UPCO"), is the general partner, as reported on previously filed Forms 4 and 5.

- (3) Mr. Urstadt is the direct beneficial owner of 687,497 shares of Common Stock of the Issuer and the indirect beneficial owner of 3,571,854 shares held as follows: 480,721 shares by URS II (including the restricted shares referenced in footnote 2), 883,185 shares by UPCO, 41,050 shares by Elinor Urstadt, Mr. Urstadt's wife, 4,467 shares by the Compensation Plan Trust, 1,942,431 shares by Urstadt Realty Associates Co LP, a Delaware limited partnership, of which UPCO is the general partner and Mr. 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 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.

- (4) In Mr. Urstadt's most recent Form 4 filing dated February 3, 2015, the total number of shares for which Mr. Urstadt was at that date the indirect beneficial owner and which are owned by the Compensation Plan Trust was incorrectly reported as 4,279 shares instead of 4,261 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.