

URSTADT PROPERTY CO INC

Form 4

January 30, 2009

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

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(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)

3. Date of Earliest Transaction

(Month/Day/Year)

01/28/2009

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

Chairman of the Board and CEO

2 PARK PLACE

(Street)

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

BRONXVILLE, NY 10708

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/20/2008		J		12,984 <u>(1)</u>	A \$ 12.525	3,236,011 <u>(4)</u>	I	See footnote <u>(5)</u>
Common Stock	01/20/2008		J		154 <u>(2)</u>	A \$ 12.525	3,236,165 <u>(4)</u>	I	See footnote <u>(5)</u>
Common Stock	01/28/2008		P		500 <u>(3)</u>	A \$ 13.6	3,236,665 <u>(4)</u>	I	See footnote <u>(5)</u>

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	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

01/30/2009

__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 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 a controlling shareholder) ("UPCO") is the general partner, are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 20, 2009, dividends on these shares were paid and automatically reinvested in 12,984.1811 additional shares of Common Stock.

(2)

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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 Benefits and Deferred Compensation Plan (the "Compensation Plan Trust"), are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 20, 2009, dividends on these shares were paid and automatically reinvested in 153.7824 additional shares of Common Stock for the benefit of Mr. Urstadt by the Compensation Plan Trust.

(3) On January 28, 2008 UPCO purchased 500 shares of Common Stock from an employee of the Issuer in a private transaction.

(4) This figure includes 431,250 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 URS II, as reported on previously filed Forms 4 and 5.

(5) Mr. Urstadt, individually, is not the direct beneficial owner of any shares of Common Stock of the Issuer, but when aggregating the 760,788 shares of Common Stock held by URS II (including the 431,250 restricted shares referenced in Footnote (4)), the 535,551 shares of Common Stock held by UPCO, the 21,300 shares of Common Stock held by Elinor Urstadt, Mr. Urstadt's wife, the 18,020 shares of Common Stock held by the Compensation Plan Trust for the benefit of Mr. Urstadt and the 1,901,006 shares of Common Stock held 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, results in Mr. Urstadt beneficially owning 3,236,665 shares of Common Stock.

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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