

URSTADT BIDDLE PROPERTIES INC
 Form 5
 November 13, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
BIDDLE WILLING L

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

53 ELMWOOD ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SOUTH SALEM, NY 10590

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 07/20/2012 | NY | J | 40 (1) A \$ 18.726 | 2,397,324 (2) | I | See footnote (3) |
| Common Stock | 10/19/2012 | NY | J | 41 (1) A \$ 18.2539 | 2,397,365 (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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SEC 2270 (9-02)

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIDDLE WILLING L 53 ELMWOOD ROAD SOUTH SALEM, NY 10590 | X | X | President and COO | |

Signatures

Willing L. Biddle 11/13/2012

**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).

Those shares of Common Stock of which Mr. Biddle is the indirect beneficial owner and which are owned by two Trusts Established Under the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plans of 2000 and 2005 (the "Compensation Plan Trusts") are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On July 20, 2012 and October 19, 2012, dividends on these shares were paid and automatically reinvested in additional Common Stock for the benefit of Mr. Biddle in the amounts of 39.5006 shares and 41.0091 shares, respectively.

(2) This figure includes 937,500 restricted shares of Common Stock issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan.

Mr. Biddle is the direct beneficial owner of 2,357,245 shares of Common Stock, including the 937,500 restricted shares noted in Footnote 2. In addition, he is the indirect beneficial owner of 40,120 shares of Common Stock, of which 3,368 shares are owned by the Compensation Plan Trusts, 2,307 shares are owned by the Willing L. Biddle IRA for the benefit of Mr. Biddle, 5,163 shares are owned by the P.T. Biddle (Deceased) IRA for the benefit of Willing Biddle, 27,657 shares are owned beneficially and of record by Catherine U. Biddle, Mr. Biddle's wife, 555 shares are owned by the Catherine U. Biddle IRA for the benefit of Catherine U. Biddle, and 1,070 shares are owned by the Charles and Phoebe Biddle Trust UAD 12/20/93 for the benefit of the Issue of Willing L. Biddle (the "Biddle Trust"). Mr. Biddle and Charles J. Urstadt are the sole trustees of the Biddle Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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