

URSTADT BIDDLE PROPERTIES INC
Form 4
November 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
11/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/16/2012 | | J | | 200,000 (1) | D | \$ 0 3,882,765 | I | See footnote (3) |
| Common Stock | 11/16/2012 | | J | | 200,000 (1) | A | \$ 0 4,082,765 (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 1474 (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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| URSTADT CHARLES J 2 PARK PLACE BRONXVILLE, NY 10708 | X | X | Chairman of the Board and CEO | |

Signatures

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

11/20/2012

__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).

(1) On November 16, 2012, Mr. Urstadt transferred 200,000 shares of Common Stock to the Charles J. Urstadt 2012 Family Trust (the "Family Trust") of which Elinor Urstadt, Mr. Urstadt's wife, is a beneficiary, and Elinor Urstadt, Willing L. Biddle and Catherine U. Biddle are co-trustees. This resulted in no change in the number of shares reported as beneficially owned by the Reporting Person.

(2) This figure includes 531,250 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 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 474,743 shares of Common Stock of the Issuer. He is the indirect beneficial owner of 3,608,022 shares of Common Stock held as follows: 536,466 shares by URS II (including the 531,250 restricted shares referenced in Footnote (2)), 883,690 shares by UPCO, 41,050 shares by Elinor Urstadt, Mr. Urstadt's wife, 4,385 shares by the trust established under the Urstadt Biddle Properties Inc. Excess Benefit and Deferred Compensation Plan of 2005 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 200,000 shares by the Family Trust. 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.

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