

GOULD FREDRIC H
Form 4
June 24, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOULD FREDRIC H

2. Issuer Name and Ticker or Trading Symbol
ONE LIBERTY PROPERTIES INC [OLP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
60 CUTTER MILL ROAD, SUITE 303
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chariman of Board

GREAT NECK, NY 11021

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) Amount Price | 359,444 | D | |
| Common Stock | | | | (A) Amount Price | 131 ⁽¹⁾ | I | By corporation |
| Common Stock | | | | (A) Amount Price | 12,315 ⁽²⁾ | I | By partnership |
| Common Stock | | | | (A) Amount Price | 3,713 ⁽³⁾ | I | By pension trust |
| Common Stock | | | | (A) Amount Price | 138,010 ⁽³⁾ | I | By pension and profit |

sharing funds
of REIT
Management
Corp.

| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------------------------|---|----------------|
| Common Stock | | | | | | 64,635 ⁽⁴⁾ | I | By spouse |
| Common Stock | | | | | | 12,832 ⁽⁵⁾ | I | By foundation |
| Common Stock | 06/22/2009 | P | 1,800 | A | \$ 5.4 | 1,150,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 2,000 | A | \$ 5.35 | 1,152,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 1,000 | A | \$ 5.3 | 1,153,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 1,000 | A | \$ 5.25 | 1,154,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 2,000 | A | \$ 5.2 | 1,156,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 1,000 | A | \$ 5.15 | 1,157,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 1,000 | A | \$ 5.1 | 1,158,050 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 3,200 | A | \$ 5.05 | 1,161,250 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 500 | A | \$ 5.044 | 1,161,750 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 1,000 | A | \$ 5.0289 | 1,162,750 ⁽⁶⁾ | I | By partnership |
| Common Stock | 06/22/2009 | P | 387 | A | \$ 5 | 1,163,137 ⁽⁶⁾ | I | By partnership |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 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 | 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 |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

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| Security | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|------|---|--|-----|------------------|-----------------|-------|----------------------------|
| | | | (A) | (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOULD FREDRIC H 60 CUTTER MILL ROAD SUITE 303 GREAT NECK, NY 11021 | X | | Chariman of Board | |

Signatures

Fredric H. Gould by his attorney in fact, Simeon Brinberg 06/24/2009

**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) Reporting person is the sole shareholder of this corporation.
 - (2) Reporting person is a partner in this partnership.
 - (3) Reporting person is a trustee of this pension trust.
 - (4) Reporting person disclaims any beneficial interest in shares held directly by reporting person's spouse. Total includes 12,128 shares of issuer held by the Gould Shenfeld Family Foundation, of which reporting person's spouse is a director.
 - (5) Reporting person is a director of the Gould Shenfeld Family Foundation.
 - (6) Reporting person, the sole member of a limited liability company which is a general partner of Gould Investors L.P. and an executive officer of the corporate managing general partner of Gould Investors L.P., indirectly owns shares reported directly by Gould Investors L.P. This represents all shares of issuer owned by Gould Investors L.P.

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.