

GOULD FREDRIC H

Form 4

May 19, 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

OMB
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(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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2009

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

(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

GREAT NECK, NY 11021

(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) or (D)	352,744	D	
Common Stock				Code V Amount (D) Price	131 ⁽¹⁾	I	By corporation
Common Stock					12,315 ⁽²⁾	I	By partnership
Common Stock					3,713 ⁽³⁾	I	By pension trust
Common Stock					138,010 ⁽³⁾	I	By pension and profit

sharing funds
of REIT
Management
Corp.

Common Stock						64,635 <u>(4)</u>	I	By spouse
Common Stock						12,832 <u>(5)</u>	I	By foundation
Common Stock	05/15/2009	P	1,000	A	\$ 5.3	1,126,950 <u>(6)</u>	I	By partnership
Common Stock	05/15/2009	P	1,000	A	\$ 5.25	1,127,950 <u>(6)</u>	I	By partnership
Common Stock	05/15/2009	P	1,000	A	\$ 5.174	1,128,950 <u>(6)</u>	I	By partnership
Common Stock	05/15/2009	P	1,000	A	\$ 5.133	1,129,950 <u>(6)</u>	I	By partnership

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman of Board	

GOULD FREDRIC H
60 CUTTER MILL ROAD
SUITE 303
GREAT NECK, NY 11021

Signatures

Fredric H. Gould, by Simeon Brinberg, his attorney
in fact

05/19/2009

__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.

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