

GOULD FREDRIC H
Form 4
January 27, 2010

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)
01/25/2010

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/25/2010		J		8,258 ⁽¹⁾ \$ 10.2046	A	391,343 D
Common Stock	01/25/2010		J		2 ⁽¹⁾ \$ 10.2046	A	141 ⁽⁶⁾ I By corporation
Common Stock	01/25/2010		J		283 ⁽¹⁾ \$ 10.2046	A	13,415 ⁽⁴⁾ I By partnership
Common Stock	01/25/2010		J		85 ⁽¹⁾ \$ 10.2046	A	4,044 ⁽⁵⁾ I By pension trust
Common Stock	01/25/2010		J		3,173 ⁽¹⁾ \$ 10.2046	A	150,355 ⁽⁵⁾ I By pension and profit

								sharing funds of REIT Management Corp.
Common Stock	01/25/2010	J	1,486 <u>(1)</u>	A	\$ 10.2046	70,417 <u>(2)</u>	I	By spouse
Common Stock	01/25/2010	J	294 <u>(1)</u>	A	\$ 10.2046	13,977 <u>(3)</u>	I	By foundation
Common Stock	01/25/2010	J	27,325 <u>(1)</u>	A	\$ 10.2046	1,295,546 <u>(7)</u>	I	By limited partnership

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

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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. 5)
				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
GOULD FREDRIC H 60 CUTTER MILL ROAD SUITE 303 GREAT NECK, NY 11021	X		Chariman of Board	

Signatures

Fredric H. Gould by David Kalish, his attorney
in fact

01/27/2010

__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) As a result of the dividend declared on December 11, 2009 and paid on January 25, 2010 to all stockholders of record on December 22, 2009, these additional shares were received by the reporting person.
- (2) Reporting person disclaims any beneficial interest in shares held directly by reporting person's spouse. Total includes 13,663 shares of issuer held by the Gould Shenfeld Family Foundation, of which reporting person's spouse is a director.
- (3) Reporting person is a director of the Gould Shenfeld Family Foundation.
- (4) Reporting person is a partner in this partnership.
- (5) Reporting person is a trustee of this pension trust.
- (6) Reporting person is the sole shareholder of this corporation.
- (7) 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.