

ONE LIBERTY PROPERTIES INC

Form 4

February 28, 2006

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

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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)
02/24/2006

☐ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2006		A		3,000	A	\$ 0
					267,034 ⁽¹⁾ ₍₂₎	D	
Common Stock					818,679	I	By partnership ⁽³⁾
Common Stock					51,782	I	By trusts ⁽⁴⁾
Common Stock					124	I	By corporation ⁽⁵⁾

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Common Stock	11,640	I	By partnership <u>(6)</u>
Common Stock	3,510	I	By pension trust <u>(7)</u>
Common Stock	154,695	I	By pension fund <u>(8)</u>
Common Stock	47,566	I	By spouse <u>(9)</u>

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

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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 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
02/24/2006
Date

Signature of
Reporting Person

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) The total includes shares owned in an IRA account.
- (2) The 3,000 shares were awarded to reporting person under the 2003 Incentive Plan. The shares vest February 23, 2006. The award is exempt from Section 16(b) under Rule 16(b)-3.

Reporting person, sole member of a limited liability company which is a general partner of Gould Investors L.P. and an executive officer
- (3) of the corporate managing general partner of Gould Investors L.P., indirectly owns shares reported directly by Gould Investors L.P. Column 5 includes shares purchased under issuer's dividend reinvestment plan.
- (4) Reporting person disclaims any beneficial interest in these shares. Column 5 includes shares acquired pursuant to issuer's dividend reinvestment plan.
- (5) Reporting person is the sole shareholder of this corporation.
- (6) Reporting person is a partner in this partnership.
- (7) Reporting person is a trustee of this pension trust.
- (8) Reporting person is a trustee of this pension trust.
- (9) Reporting person disclaims any beneficial interest in these shares.

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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