

GOULD MATTHEW J
 Form 4/A
 Revision No.: 2022-04-14f22-01-12

Client Reference Number:

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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

1. Name and Address of Reporting Person * <u>GOULD MATTHEW J</u> (Last) (First) (Middle) <u>60 CUTTER MILL ROAD, SUITE 303</u> (Street) <u>GREAT NECK, NY 11021</u> (City) (State) (Zip)	2. Issuer <u>ONE LIBERTY PROPERTIES INC</u> [OLP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chairman of Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/12/2022</u>	6. Individual or Joint/Group Filing (Will be automatically set) <input checked="" type="radio"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person
	4. If Amendment, Date Original Filed (Month/Day/Year) <u>01/13/2022</u>	

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	01/12/2022		A		10,670 ⁽¹⁾	A	\$0	299,772	D	
Common Stock								14,194 ⁽²⁾	I	By Gould Shenfeld Family Foundation
Common Stock								4,169 ⁽³⁾	I	By BRT Apartments Corp. Pension Trust
Common Stock								1,921,711.893 ⁽⁴⁾	I	By Gould Investors L.P.
Common Stock	01/01/2022		J		144	A	\$0	144 ⁽⁵⁾	I	By Georgetown Partners LLC

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- These shares were issued as restricted stock effective January 12, 2022 under the issuer's 2019 Incentive Plan. Subject to the reporting person's continued relationship with the Company, the shares vest January 11, 2027.
- Reporting person is a trustee of the Gould Shenfeld Family Foundation, which owns these shares.
- Reporting person is a trustee of the BRT Apartments Corp. Pension Trust, which owns these shares.
- These shares are owned by Gould Investors L.P. Reporting person became a manager of Georgetown Partners LLC, the managing general partner of Gould Investors L.P., on January 1, 2022. These shares represent all of the shares of issuer owned by Gould Investors L.P. Includes shares obtained through the issuer's dividend reinvestment plan.
- These shares are owned by Georgetown Partners LLC. Reporting person became a manager of Georgetown Partners LLC on January 1, 2022. These shares represent all of the shares of issuer owned by Georgetown Partners LLC.

Remarks:

/s/ Matthew J. Gould by Isaac Kalish, his attorney in fact

04/14/2022

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed.

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