

GOULD FREDRIC H  
Form 4  
Revision No.: 2021-01-06

Client Reference Number:

**FORM 4**

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

OMB APPROVAL

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

OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

**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 FREDRIC H</u> (Last) (First) (Middle)  <u>60 CUTTER MILL RD</u> <u>STE 303</u> (Street) <u>GREAT NECK, NEW YORK 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>Vice Chairman of Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2021</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)	

**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	01/06/2021		A		10,670 <sup>(1)</sup>	A	\$0	510,007	D	
Common Stock								144 <sup>(2)</sup>	I	By Georgetown Partners, Inc.
Common Stock								13,622 <sup>(3)</sup>	I	By 130 Store Company
Common Stock								49,208 <sup>(4)</sup>	I	By spouse
Common Stock								1,893,912.215 <sup>(5)</sup>	I	By Gould Investors L.P.

**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 6, 2021 under the issuer's 2019 Incentive Plan. Subject to the reporting person's continued relationship with the Company, the shares vest January 5, 2026. The award is exempt from Section 16(b) under Rule 16b-3(d)(1).
- Reporting person is the sole shareholder of Georgetown Partners, Inc.
- Reporting person is a partner in 130 Store Company, which owns these shares.
- Reporting person disclaims any beneficial interest in said shares. Spouse of reporting person is no longer a trustee of the Gould Shenfeld Family Foundation.
- Reporting person is the sole shareholder of the corporate managing general partner of Gould Investors L.P. Reporting person also holds limited partnership interests in Gould Investors L.P., both directly and indirectly. These shares represent all shares of the issuer owned by Gould Investors L.P. including shares in which reporting person does not have a pecuniary interest. Includes shares obtained through the issuer's dividend reinvestment plan.

**Remarks:**

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

01/08/2021

\*\*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).

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