

GOULD MATTHEW J
Form 4
March 20, 2009

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 MATTHEW J

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

SENIOR VICE PRESIDENT

60 CUTTER MILL ROAD, SUITE 303

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock					198,282 ⁽¹⁾	D		
Common Stock					34,734 ⁽²⁾	I	As custodian	
Common Stock					3,552 ⁽²⁾	I	By spouse	
Common Stock					12,128 ⁽³⁾	I	By foundation	
Common Stock	03/18/2009		P	1,000 A	\$ 3.15	1,001,706 ⁽⁴⁾	I	By partnership

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Common Stock	03/18/2009	P	800	A	\$ 3.13	1,002,506 ⁽⁴⁾	I	By partnership
Common Stock	03/18/2009	P	200	A	\$ 3.1299	1,002,706 ⁽⁴⁾	I	By partnership
Common Stock	03/18/2009	P	2,000	A	\$ 3.1	1,004,706 ⁽⁴⁾	I	By partnership
Common Stock	03/18/2009	P	800	A	\$ 3.1399	1,005,506 ⁽⁴⁾	I	By partnership
Common Stock	03/18/2009	P	200	A	\$ 3.1348	1,005,706 ⁽⁴⁾	I	By partnership
Common Stock	03/18/2009	P	1,000	A	\$ 3.0999	1,006,706 ⁽⁴⁾	I	By partnership
Common Stock	03/19/2009	P	1,000	A	\$ 3.2	1,007,706 ⁽⁴⁾	I	By partnership
Common Stock	03/19/2009	P	1,000	A	\$ 3.1958	1,008,706 ⁽⁴⁾	I	By 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 Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOULD MATTHEW J
60 CUTTER MILL ROAD, SUITE 303
GREAT NECK, NY 11021

X

SENIOR VICE PRESIDENT

Signatures

Matthew J.
Gould

03/20/2009

**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) Includes shares held in reporting person's IRA and Keogh accounts and in money purchase pension plan.
- (2) Reporting person disclaims any beneficial interest in these shares.
- (3) These shares are owned by a charitable foundation of which reporting person is a director.

- Reporting person is president of managing general partner of Gould Investors L.P. Reporting person also holds limited partnership units
- (4) in Gould Investors L.P. These shares represent all shares of issuer owned by Gould Investors L.P. and includes shares obtained through issuer's dividend re-investment plan.

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.