

URSTADT PROPERTY CO INC
 Form 4
 February 02, 2006

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 *
 URSTADT CHARLES J

2. Issuer Name and Ticker or Trading Symbol
 URSTADT BIDDLE PROPERTIES INC [UBP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2 PARK PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

BRONXVILLE, NY 10708

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/20/2006		J	5,861 (1) A \$ 15.971	2,935,340	I	See footnote (4)
Common Stock	01/20/2006		J	97 (2) A \$ 15.971	2,935,437	I	See footnote (4)
Common Stock	01/31/2006		P	2,000 (3) A \$ 16.77	2,937,437	I	See footnote (4)

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 Beneficially (Instr. 3, 4, and 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
URSTADT CHARLES J 2 PARK PLACE BRONXVILLE, NY 10708	X	X	Chairman of the Board and CEO	
URSTADT PROPERTY CO INC 2 PARK PLACE BRONXVILLE, NY 10708				Joint filer

Signatures

/s/ Charles J. Urstadt, by Thomas D. Myers,
Attorney-in-fact 02/02/2006

**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) A portion of those shares of Common Stock of which Mr. Urstadt is the direct beneficial owner are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 20, 2006, dividends on these shares were paid and automatically reinvested in additional Common Stock for the benefit of Mr. Urstadt in the amount of 5,861.7795 shares.

(2) Those shares of Common Stock of which Mr. Urstadt is the indirect beneficial owner and which are owned by the Trust Established Under the Urstadt Biddle Properties Inc. Excess Benefits and Deferred Compensation Plan (the "Compensation Plan Trust") are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On January 20, 2006, dividends on these shares were paid and automatically reinvested in additional Common Stock for the benefit of Mr. Urstadt in the amount of 96.6200 shares.

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- (3) On January 31, 2006, Urstadt Property Company, Inc. ("UPCO"), of which Mr. Urstadt is a controlling shareholder, purchased 2,000 shares of Common Stock from an employee of the Issuer in a private transaction.

- Mr. Urstadt is the direct beneficial owner of 468,975 shares of Common Stock individually (including 406,250 restricted shares issued pursuant to the Issuer's Amended and Restated Restricted Stock Award Plan) which, when added to the 21,300 shares of Common Stock held by Elinor Urstadt, his wife, the 7,717 shares of Common Stock held by the Compensation Plan Trust for the benefit of Mr. Urstadt, the 1,901,006 shares of Common Stock held by Urstadt Realty Associates Co LP ("URACO"), a Delaware limited partnership of which UPCO is the general partner (of which Mr. Urstadt is a controlling shareholder), and of which Mr. Urstadt, Mrs. Urstadt, the Catherine U. Biddle Irrevocable Trust and the Charles D. Urstadt Irrevocable Trust (for each of which trusts Mr. Urstadt is the sole trustee) are the limited partners, and the 538,439 shares of Common Stock held by UPCO, result in Mr. Urstadt beneficially owning 2,937,437 shares of Common Stock.

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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