

ONE LIBERTY PROPERTIES INC
 Form 5
 January 31, 2007

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

60 CUTTER MILL ROAD, SUITE 303

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

GREAT NECK, NY 11021

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 at end of Issuer's Fiscal Year (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 | Â | Â | Â | Â | 275,582 ⁽¹⁾ <u>(2)</u> <u>(3)</u> | D | Â |
| Common Stock | Â | Â | Â | Â | 842,979 ⁽⁴⁾ | I | By partnership |
| Common Stock | Â | Â | Â | Â | 124 ⁽⁵⁾ | I | By corporation |
| Common | Â | Â | Â | Â | 11,640 ⁽⁶⁾ | I | By |

| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|------------------------|---|--|------------------|
| Stock | | | | | | | | | | partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,510 ⁽⁷⁾ | I | | By pension trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 154,695 ⁽⁸⁾ | I | | By pension fund |
| Common Stock | Â | Â | Â | Â | Â | Â | 47,566 ⁽⁹⁾ | I | | By spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title 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 | Â X | Â | Â Chairman of Board | Â |

Signatures

Fredric H. Gould 01/31/2007
 **Signature of Date
 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).

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- (1) The total includes shares owned in an IRA account.
- (2) The total includes shares purchase under issuer's dividend reinvestment plan.
- (3) This Form 5 is being filed to remove the shares owned by a trust for the benefit of the children of the reporting person's brother. Said shares, previously reported, are not reported herein because the reporting person is no longer a trustee of such trust.
Reporting person, sole memeber of a limited liability company which is a general partner of Gould Investors L.P. and an executive officer
- (4) 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.
- (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 fund.
- (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 provided 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.