

URSTADT BIDDLE PROPERTIES INC
Form SC 13D/A
July 18, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 17)*

Urstadt Biddle Properties Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

917286106
(CUSIP Number)

Charles J. Urstadt
Chairman and Chief Executive Officer
Urstadt Biddle Properties Inc.
321 Railroad Avenue
Greenwich, Connecticut 06830
(203) 863-8200
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 27, 2011
(Date of Event Which Requires Filing
of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 917286106

1 Names of Reporting Persons.

Charles J. Urstadt

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A – See Item 5(c)

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

	7	Sole Voting Power 160,050
Number of Shares Beneficially Owned by Each Reporting Person With		
	8	Shared Voting Power 3,718,455
	9	Sole Dispositive Power 160,050
	10	Shared Dispositive Power 3,718,455
11		Aggregate Amount Beneficially Owned by Each Reporting Person 3,878,505
12		Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13		Percent of Class Represented By Amount in Row (11) 44.7%
14		Type of Reporting Person (See Instructions) IN

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CUSIP No. 917286106

1 Names of Reporting Persons.

Urstadt Property Company, Inc.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	0	
	8	Shared Voting Power
		3,579,535
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		3,579,535
11		Aggregate Amount Beneficially Owned by Each Reporting Person
		3,579,535
12		Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13		Percent of Class Represented By Amount in Row (11)
		41.3%
14		Type of Reporting Person (See Instructions)
		CO

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CUSIP No. 917286106

1 Names of Reporting Persons.

Elinor F. Urstadt

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

	7	Sole Voting Power
Number of	41,050	
Shares		
Beneficially Owned by		
Each		
Reporting		
Person With		

8	Shared Voting Power
93,806	

9	Sole Dispositive Power
41,050	

10	Shared Dispositive Power
93,806	

11 Aggregate Amount Beneficially Owned by Each Reporting Person
134,856

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)
1.6%

14 Type of Reporting Person (See Instructions)
IN

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CUSIP No. 917286106

1 Names of Reporting Persons.

Urstadt Realty Associates Co LP

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	0	
	8	Shared Voting Power
	1,942,431	
	9	Sole Dispositive Power
	0	
	10	Shared Dispositive Power
	1,942,431	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,942,431

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

22.4%

14 Type of Reporting Person (See Instructions)

PN

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CUSIP No. 917286106

1 Names of Reporting Persons.

Urstadt Realty Shares II L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

OO – See Item 5(c)

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

	7	Sole Voting Power
Number of	0	
Shares		
Beneficially Owned by		
Each		
Reporting		
Person With		

8 Shared Voting Power

977,066

9 Sole Dispositive Power

0

10 Shared Dispositive Power

977,066

11 Aggregate Amount Beneficially Owned by Each Reporting Person

977,066

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

11.3%

14 Type of Reporting Person (See Instructions)

PN

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CUSIP No. 917286106

1 Names of Reporting Persons. I.R.S. Identification No. of Above Persons (Entities Only)

Willing L. Biddle

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

PF/OO – See Item 5(c)

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

	7	Sole Voting Power 2,149,925
Number of Shares Beneficially Owned by Each Reporting Person With		
	8	Shared Voting Power 29,562
	9	Sole Dispositive Power 2,149,925
	10	Shared Dispositive Power 29,562
11		Aggregate Amount Beneficially Owned by Each Reporting Person 2,179,487
12		Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13		Percent of Class Represented By Amount in Row (11) 25.1%
14		Type of Reporting Person (See Instructions) IN

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This Statement on Schedule 13D constitutes Amendment No. 17 to the Schedule 13D dated September 10, 1987, as amended by Amendment Nos. 1 through 16 (the "Schedule 13D"), and is being filed on behalf of: (i) Charles J. Urstadt, (ii) Urstadt Property Company, Inc., a Delaware corporation ("UPCO"), (iii) Elinor F. Urstadt, (iv) Urstadt Realty Associates Co LP, a Delaware limited partnership, by UPCO as its sole general partner ("URACO"), (v) Urstadt Realty Shares II L.P., a Delaware limited partnership, by UPCO as its sole general partner ("URS II") and (vi) Willing L. Biddle. The reporting persons set forth in (i) – (vi) of the preceding sentence are sometimes hereinafter collectively referred to as the "Reporting Persons". Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

The Schedule 13D is hereby amended and supplemented as follows:

Item 2. Identity and Background.

Not applicable.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented as follows:

See Item 5 below.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented as follows:

See Item 5 below.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby supplemented as follows:

(a) Mr. Urstadt is the direct beneficial owner of 160,050 shares of Common Stock of the Issuer. In addition, he is the indirect beneficial owner of 660,038 shares of Common Stock held by UPCO, 41,050 shares of Common Stock held by Mrs. Urstadt, 4,064 shares of Common Stock held by the Trusts Established Under the Issuer's Excess Benefit and Deferred Compensation Plans (the "Compensation Plan Trusts") for the benefit of Mr. Urstadt, 1,942,431 shares of Common Stock held by URACO, and 977,066 shares of Common Stock held by URS II. In addition, he has the power to vote or direct the voting of and to dispose or direct the disposition of 93,806 shares of Common Stock held by the Urstadt Conservation Foundation (the "Foundation"). As a result, Mr. Urstadt beneficially owns or has the power to vote or direct the voting of and to dispose or direct the disposition of a total of 3,878,505 shares of Common Stock, or 44.7% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

UPCO is the direct beneficial owner of 660,038 shares of Common Stock, which, when added to the 1,942,431 shares of Common Stock held by URACO and the 977,066 shares of Common Stock held by URS II, results in UPCO beneficially owning 3,579,535 shares of Common Stock, or 41.3% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

Mrs. Urstadt is the direct beneficial owner of 41,050 shares of Common Stock and has the power to vote or direct the voting of and to dispose or direct the disposition of an additional 93,806 shares of Common Stock held by the Foundation, representing a total of 134,856 shares of Common Stock, or 1.6% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

URACO is the direct beneficial owner of 1,942,431 shares of Common Stock, or 22.4% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

URS II is the direct beneficial owner of 977,066 shares of Common Stock, or 11.3% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

Mr. Biddle is the direct beneficial owner of 2,142,455 shares of Common Stock individually, which, when added to the 2,307 shares of Common Stock owned by the Willing L. Biddle IRA for the benefit of Mr. Biddle, the 5,163 shares of Common Stock owned by P.T. Biddle (Deceased) IRA for the benefit of Willing Biddle, the 23,657 shares of Common Stock held by Catherine Urstadt Biddle, Mr. Biddle's wife, the 555 shares of Common Stock owned by the Catherine U. Biddle IRA for the benefit of Catherine U. Biddle, the 4,280 shares of Common Stock held by the Compensation Plan Trusts for the benefit of Mr. Biddle and the 1,070 shares of Common Stock held by the Charles and Phoebe Biddle Trust UAD 12/20/93 for the benefit of the issue of Mr. Biddle, results in Mr. Biddle beneficially owning 2,179,487 shares of Common Stock, or 25.1% of the 8,667,813 shares of Common Stock outstanding as of July 13, 2011.

(b)UPCO and Mr. Urstadt may be deemed to have shared power to vote or direct the voting of and to dispose of or direct the disposition of the 660,038 shares of Common Stock directly owned by UPCO in view of the fact that Mr. Urstadt and Mrs. Urstadt own a controlling amount of the outstanding voting securities of UPCO.

UPCO and Mr. Urstadt may be deemed to have shared power to vote or direct the voting of and to dispose of or direct the disposition of the 1,942,431 shares of Common Stock directly owned by URACO in view of the fact that UPCO is the sole general partner of URACO, and that Mr. Urstadt and Mrs. Urstadt own a controlling amount of the outstanding voting securities of UPCO.

UPCO and Mr. Urstadt may be deemed to have shared power to vote or direct the voting of and to dispose of or direct the disposition of the 977,066 shares of Common Stock directly owned by URS II in view of the fact that UPCO is the sole general partner of URS II, and that Mr. Urstadt and Mrs. Urstadt own a controlling amount of the outstanding voting securities of UPCO.

Mrs. Urstadt has the sole power to vote or direct the voting of and to dispose of or direct the disposition of 41,050 shares of Common Stock. Mr. and Mrs. Urstadt disclaim beneficial ownership of any shares held by the Foundation, but may be deemed to have shared power to vote or direct the voting of and to dispose of or direct the disposition of the 93,806 shares of Common Stock directly owned by the Foundation in view of the fact that Mr. and Mrs. Urstadt are the sole trustees of the Foundation.

Mr. Biddle has the sole power to vote or direct the voting of and to dispose of or direct the disposition of 2,149,925 shares of Common Stock.

(c) On July 13, 2011, the Foundation purchased 21,100 shares of Common Stock of the Issuer in an open market transaction for \$17.50 per share.

On July 6, 2011, the Foundation purchased 10,000 shares of Common Stock of the Issuer in an open market transaction for \$17.20 per share and an additional 52,706 shares of Common Stock for \$17.30 per share.

On July 5, 2011, the Foundation purchased 10,000 shares of Common Stock of the Issuer in an open market transaction for \$17.10 per share.

On June 27, 2011, Charles J. Urstadt completed an equity swap with unrelated third parties by acquiring from such third parties 95,050 shares of Common Stock of the Issuer and transferring to such third parties 95,050 shares of Class A Common Stock of the Issuer.

On June 27, 2011, Elinor F. Urstadt completed an equity swap with an unrelated third party by acquiring from such third party 10,000 shares of Common Stock of the Issuer and transferring to such third party 10,000 shares of Class A Common Stock of the Issuer.

On June 27, 2011, UPCO completed an equity swap with unrelated third parties by acquiring from such third parties 106,375 shares of Common Stock of the Issuer and transferring to such third parties 106,375 shares of Class A Common Stock of the Issuer.

On June 27, 2011, URACO completed an equity swap with an unrelated third party by acquiring from such third party 40,000 shares of Common Stock of the Issuer and transferring to such third party 40,000 shares of Class A Common Stock of the Issuer.

On June 27, 2011, Willing L. Biddle completed an equity swap with unrelated third parties by acquiring from such third parties 115,610 shares of Common Stock of the Issuer and transferring to such third parties 115,610 shares of Class A Common Stock of the Issuer.

On June 27, 2011, Catherine U. Biddle, Mr. Biddle's wife, completed an equity swap with an unrelated third party by acquiring from such third party 1,706 shares of Common Stock of the Issuer and transferring to such third party 1,706 shares of Class A Common Stock of the Issuer.

On June 24, 2011, Willing L. Biddle purchased 19,500 shares of Common Stock of the Issuer in an open market transaction for \$17.05 per share.

Except as set forth in this Schedule 13D, none of UPCO, Mr. Urstadt, Mrs. Urstadt, URACO, URS II or Mr. Biddle or, to the best knowledge of such parties, any of the persons listed on Schedule I to the Schedule 13D, owns any shares of Common Stock or has purchased or sold any shares of Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented as follows:

Mr. Urstadt, as Chairman of the Board and Chief Executive Officer of the Issuer, and Mr. Biddle, as President and Chief Operating Officer of the Issuer, are participants in the Issuer's Amended and Restated Restricted Stock Award Plan (the "Restricted Stock Award Plan"). Mr. Urstadt is the indirect beneficial owner of 501,250 restricted shares of Common Stock, which were granted to Mr. Urstadt pursuant to the Restricted Stock Award Plan, and which are now owned directly by URS II, and Mr. Biddle is the direct beneficial owner of 837,500 restricted shares of Common

Stock issued pursuant to the Restricted Stock Award Plan.

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Under the limited partnership agreement for URS II, UPCO has the full power and authority to make all decisions, in its sole discretion, with respect to the shares of Common Stock held by URS II, including as to when and how such shares are to be voted or sold. Notwithstanding the above, the Common Stock contributed by Mr. Urstadt to URS II remains subject to the terms and conditions in the applicable restricted stock award agreements pursuant to which Mr. Urstadt was issued the Common Stock under the Restricted Stock Award Plan.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby supplemented as follows:

1. Joint Filing Agreement, dated July 18, 2011.

SIGNATURE

After reasonable inquiry and to the best of their respective knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated July 18, 2011

/s/ Charles J. Urstadt
Charles J. Urstadt

URSTADT PROPERTY COMPANY, INC.

By: /s/ Charles J. Urstadt
Name: Charles J. Urstadt
Title: Chairman of the Board

/s/ Elinor F. Urstadt
Elinor F. Urstadt

URSTADT REALTY ASSOCIATES CO LP

By: URSTADT PROPERTY COMPANY, INC.
Its sole general partner

By: /s/ Charles J. Urstadt
Name: Charles J. Urstadt
Title: Chairman of the Board

URSTADT REALTY SHARES II L.P.

By: URSTADT PROPERTY COMPANY, INC.
Its sole general partner

By: /s/ Charles J. Urstadt
Name: Charles J. Urstadt
Title: Chairman of the Board

/s/ Willing L Biddle
Willing L. Biddle

