

URSTADT BIDDLE PROPERTIES INC
 Form 5/A
 December 04, 2008

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 *
 LAWRENCE GEORGE H C

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2008

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

725 SANDFLY LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/04/2008

6. Individual or Joint/Group Reporting

(check applicable line)

VERO BEACH, FL 32963

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 02/12/2008 | Â | J | 16 (1) A | \$ 14.9958 | D | Â |
| Common Stock | 04/18/2008 | Â | J | 15 (1) A | \$ 16.5782 | D | Â |
| Common Stock | 07/18/2008 | Â | J | 16 (1) A | \$ 15.8059 | D | Â |
| Common Stock | 10/17/2008 | Â | J | 17 (1) A | \$ 14.6594 | D | Â |

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

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SEC 2270 (9-02)

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 F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRENCE GEORGE H C 725 SANDFLY LANE VERO BEACH, FL 32963 | | X | | |

Signatures

George H.C. Lawrence by Thomas D. Myers as Attorney-in-Fact 12/04/2008

__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 the Reporting Person's shares of Common Stock are subject to automatic reinvestment of dividends pursuant to the Issuer's Dividend Reinvestment Plan. On February 12, 2008, April 18, 2008, July 18, 2008 and October 17, 2008, dividends paid on these shares were automatically reinvested in additional Common Stock for the benefit of Mr. Lawrence in amounts of 16 shares, 15 shares, 16 shares and 17 shares, respectively.

Remarks:

This Amended Form 5 is being filed solely to correct the Power of Attorney that was attached to this Form 5. 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.