

LANDY EUGENE W
Form 4
September 18, 2012

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 *
LANDY EUGENE W

2. Issuer Name and Ticker or Trading Symbol
MONMOUTH REAL ESTATE INVESTMENT CORP [MNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3499 RT. 9 NORTH, SUITE 3-C
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2012

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

FREEHOLD, NJ 07728

(City) (State) (Zip)

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

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) | (A) or (D) | 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 | Price | | | |
| MNR Common Stock | 09/13/2012 | | S | | 2,500 | D \$ 11.6568 | 231,926.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common Stock | 09/13/2012 | | S | | 2,000 | D \$ 11.6656 | 229,926.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common | 09/13/2012 | | S | | 1,700 | D \$ 11.646 | 228,226.819 | I | Landy & Landy |

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| | | | | | | | | |
|------------------|------------|---|---------------------|---|------------|---------------------------|---|--|
| Stock | | | | | | | | Employee's Profit Sharing Plan |
| MNR Common Stock | 09/13/2012 | S | 1,500 | D | \$ 11.6283 | 226,726.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common Stock | 09/13/2012 | S | 1,200 | D | \$ 11.631 | 225,526.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common Stock | 09/13/2012 | S | 1,000 | D | \$ 11.6222 | 224,526.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common Stock | 09/13/2012 | S | 100 | D | \$ 11.634 | 224,426.819 | I | Landy & Landy Employees' Profit Sharing Plan |
| MNR Common Stock | 09/14/2012 | A | <u>1,000</u> (1) | A | \$ 0 | <u>750,720.845</u> (2) | D | |
| MNR Common Stock | | | | | | 24,828.1683 | I | Juniper Plaza Associates |
| MNR Common Stock | | | | | | 150,913.571 | I | Spouse |
| MNR Common Stock | | | | | | 192,293.62 | I | Landy & Landy Employees' Pension Plan |
| MNR Common Stock | | | | | | 111,200 | I | Eugene W. and Gloria Landy Family Foundation |
| MNR Common Stock | | | | | | 13,048 | I | Landy Investments, Ltd. |
| | | | | | | 19,152.3627 | I | |

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MNR
Common
Stock

Windsor
Industrial
Park
Associates

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

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(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 or Value of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Qualified Stock Option to Purchase Common Stock | \$ 9.33 | | | | | Date Exercisable: 01/03/2013 Expiration Date: 01/03/2020 | MNR Common Stock | 65,000 |
| Qualified Stock Option to Purchase Common Stock | \$ 8.72 | | | | | Date Exercisable: 01/03/2012 Expiration Date: 01/03/2019 | MNR Common Stock | 65,000 |
| Qualified Stock Option to Purchase Common Stock | \$ 7.22 | | | | | Date Exercisable: 01/05/2011 Expiration Date: 01/05/2018 | MNR Common Stock | 65,000 |
| Qualified Stock Option to Purchase Common Stock | \$ 7.25 | | | | | Date Exercisable: 10/20/2009 Expiration Date: 10/20/2016 | MNR Common Stock | 65,000 |

| | | | | | | |
|--|---------|------------|------------|------------------------|--------|--|
| Purchase Common Stock | | | | | | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.22 | 12/12/2008 | 12/12/2015 | MNR Common Stock | 65,000 | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.7 | 09/21/2006 | 09/21/2013 | MNR Common Stock | 16,375 | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.05 | 01/22/2008 | 01/22/2015 | MNR Common Stock | 16,375 | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.15 | 08/02/2007 | 08/02/2014 | MNR Common Stock | 65,000 | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.28 | 08/10/2006 | 08/10/2013 | MNR Common Stock | 65,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LANDY EUGENE W 3499 RT. 9 NORTH SUITE 3-C FREEHOLD, NJ 07728 | X | X | President | |

Signatures

Eugene W.
Landy

09/18/2012

__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) Restricted Stock. Vesting schedule: 20% each year upon the first through fifth anniversary of Grant Date.
 - (2) Includes 379,1989 shares acquired on 9/17/12 under MNR Dividend Reinvestment and Stock Purchase Plan.

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