

LANDY EUGENE W
Form 4
September 21, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
09/20/2012

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| MNR Common Stock | 09/20/2012 | | G | 8,000 | D \$ 11.465 | 742,720.845 | D |
| MNR Common Stock | 09/20/2012 | | G | 20,000 | D \$ 11.41 | 722,720.845 | D |
| MNR Common Stock | 09/20/2012 | | G | 20,000 | A \$ 11.41 | 131,200 | I |

Eugene W. and Gloria Landy Family Foundation

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| | | | | |
|------------------------|--|-------------|---|--|
| 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 | | 13,048 | I | Landy Investments, Ltd. |
| MNR Common Stock | | 19,152.3627 | I | Windsor Industrial Park Associates |
| MNR Common Stock | | 224,426.819 | I | Landy & Landy Employees' Profit Sharing Plan |

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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(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. Pr Secu (Inst | |
|---|--|---|---|--------------------------------------|--|--|---|------------------------|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Qualified Stock | \$ 9.33 | | | | | 01/03/2013 | 01/03/2020 | MNR Common | 65,000 |

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| | | | | | | |
|---|---------|------------|------------|------------------|--------|--|
| Option to Purchase Common Stock | | | | | Stock | |
| Qualified Stock Option to Purchase Common Stock | \$ 8.72 | 01/03/2012 | 01/03/2019 | MNR Common Stock | 65,000 | |
| Qualified Stock Option to Purchase Common Stock | \$ 7.22 | 01/05/2011 | 01/05/2018 | MNR Common Stock | 65,000 | |
| Qualified Stock Option to Purchase Common Stock | \$ 7.25 | 10/20/2009 | 10/20/2016 | MNR Common Stock | 65,000 | |
| 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 | |
| | \$ 8.28 | 08/10/2006 | 08/10/2013 | | 65,000 | |

