

LANDY EUGENE W
Form 4
September 18, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

(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 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)	
				(A) or (D)	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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SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Qualified Stock Option to Purchase Common Stock	\$ 9.33					01/03/2013	01/03/2020	MNR Common Stock	65,000
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	\$ 7.25					10/20/2009	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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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