

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 December 16, 2014

**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)  
 12/15/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

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)  | Amount  |  |   |
| MNR Common Stock                |                                      |  |                                |   | 707,247.091 <sup>(1)</sup>  | D  |   |
| MNR Common Stock                |                                      |  |                                |   | 29,134.21 <sup>(2)</sup>  | I  | Juniper Plaza Associates                              |
| MNR Common Stock                |                                      |  |                                |   | 22,470.69 <sup>(3)</sup>  | I  | Windsor Industrial Park Associates                    |
|                                 |                                      |  |                                |   | 131,200   | I  |   |

|                        |  |  |  |             |   |  |
|------------------------|--|--|--|-------------|---|--|
| MNR<br>Common<br>Stock |  |  |  |             |   | Eugene W.<br>and Gloria<br>Landy Family<br>Foundation    |
| MNR<br>Common<br>Stock |  |  |  | 97,913.57   | I | Spouse   |
| MNR<br>Common<br>Stock |  |  |  | 192,293.62  | I | Landy &<br>Landy<br>Employees'<br>Pension Plan           |
| MNR<br>Common<br>Stock |  |  |  | 13,048      | I | Landy<br>Investments,<br>Ltd.                            |
| MNR<br>Common<br>Stock |  |  |  | 225,426.819 | I | Landy &<br>Landy<br>Employees'<br>Profit Sharing<br>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<br>Derivative<br>Security<br>(Instr. 3)            | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |
|--|--|---|---|--------------------------------------|--|--|---|--------------------------------|-------------------------------------|
|  |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                          | Amount<br>or<br>Number<br>of Shares |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 8.94  |   |   |                                      |  | 01/03/2015   | 01/03/2022  | MNR<br>Common<br>Stock         | 65,000                              |

|   |          |            |            |                  |        |
|---|----------|------------|------------|------------------|--------|
| Qualified Stock Option to Purchase Common Stock | \$ 10.46 | 01/03/2014 | 01/03/2021 | MNR Common Stock | 65,000 |
| 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 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 | \$ 8.05  | 01/22/2008 | 01/22/2015 | MNR Common Stock | 16,375 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

|   | Director | 10% Owner | Officer | Other                 |
|---|----------|-----------|---------|-----------------------|
| LANDY EUGENE W<br>3499 RT. 9 NORTH<br>SUITE 3-C<br>FREEHOLD, NJ 07728 |          | X         |         | Chairman of the Board |

## Signatures

|  |            |
|--|------------|
| Eugene W.<br>Landy                           | 12/16/2014 |
| <u>    </u> Signature of<br>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) Includes 386.834 shares acquired in December under the MNR Dividend Reinvestment and Stock Purchase Plan.
- (2) Includes 433.55 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. These shares are not required to be reported but are being reported on this Form 4 to show total holdings.
- (3) Includes 334.39 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. These shares are not required to be reported but are being reported on this Form 4 to show total holdings.

Note: File three copies of this Form, one of which must be manually signed. If space 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.