

LANDY EUGENE W  
Form 4  
July 06, 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)  
07/05/2012

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	07/05/2012		S	2,000 (1)	\$ 11.8101	D	
MNR Common Stock	07/05/2012		S	1,600	\$ 11.8201	D	
MNR Common Stock	07/05/2012		S	400	\$ 11.83	D	
MNR Common	07/05/2012		S	100	\$ 11.825	D	

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Stock								
MNR Common Stock	07/05/2012	S	1,800	D	\$ 11.81	683,141.647	D	
MNR Common Stock	07/05/2012	S	700	D	\$ 11.8	682,441.647	D	
MNR Common Stock	07/05/2012	S	1,100	D	\$ 11.7801	681,341.647	D	
MNR Common Stock	07/05/2012	S	2,500	D	\$ 11.752	678,841.647	D	
MNR Common Stock	07/05/2012	S	2,500	D	\$ 11.73	676,341.647	D	
MNR Common Stock	07/05/2012	S	2,500	D	\$ 11.7201	673,841.647	D	
MNR Common Stock	07/05/2012	S	1,300	D	\$ 11.7001	672,541.647	D	
MNR Common Stock	07/05/2012	S	5,500	D	\$ 11.7	667,041.647	D	
MNR Common Stock	07/05/2012	M	<u>65,000</u> (2)	A	\$ 7.89	732,041.647	D	
MNR Common Stock						24,828.1683	I	Juniper Plaza Associates
MNR Common Stock						19,152.3627	I	Windsor Industrial Park Associates
MNR Common Stock						150,913.571	I	Spouse
MNR Common Stock						192,293.62	I	Landy & Landy Employees' Pension Plan
MNR Common						234,426.819	I	Landy & Landy

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Stock						Employees' Profit Sharing Plan
MNR Common Stock				111,200	I	Eugene W. and Gloria Landy Family Foundation
MNR Common Stock				13,048	I	Landy Investments, Ltd.

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. P... Deri... Secu... (Inst...	
				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	\$ 7.22					01/05/2011 01/05/2018	MNR Common	65,000	

Option to Purchase Common Stock						Stock	
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	
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
	X	X	President	

LANDY EUGENE W  
3499 RT. 9 NORTH  
SUITE 3-C  
FREEHOLD, NJ 07728

## Signatures

Eugene W. Landy	07/06/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Sale of total shares reported on this Form 4 completed to exercise stock option.
  - (2) Exercise of Monmouth Real Estate stock option.

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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