

LANDY EUGENE W
Form 4
February 17, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
02/16/2012

☒ 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)
			Code	V	Amount (A) or (D)	Price	
MNR Common Stock	02/16/2012		S		20,000 (1)	D \$ 9.4035	699,041.647 D
MNR Common Stock							24,828.1683 I Juniper Plaza Associates
MNR Common Stock							19,152.3627 I Windsor Industrial Park Associates
							150,913.571 I Spouse

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MNR
Common
Stock

MNR
Common
Stock

192,293.62 I

Landy &
Landy
Employees'
Pension Plan

MNR
Common
Stock

234,426.819 I

Landy & Landy 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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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 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	\$ 9.33							01/03/2013	01/03/2020	MNR Common Stock	65,000

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Stock						
Qualified Stock						
Option to Purchase	\$ 8.72		01/03/2012	01/03/2019	MNR Common Stock	65,000
Common Stock						
Qualified Stock						
Option to Purchase	\$ 7.22		01/05/2011	01/05/2018	MNR Common Stock	65,000
Common Stock						
Qualified Stock						
Option to Purchase	\$ 7.25		10/20/2009	10/20/2016	MNR Common Stock	65,000
Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.22		12/12/2008	12/12/2015	MNR Common Stock	65,000
Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.7		09/21/2006	09/21/2013	MNR Common Stock	16,375
Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.05		01/22/2008	01/22/2015	MNR Common Stock	16,375
Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.15		08/02/2007	08/02/2014	MNR Common Stock	65,000
Common Stock						
Qualified Stock	\$ 7.89		08/03/2005	08/03/2012	MNR Common Stock	65,000
Option to Purchase						

Common
StockQualified
StockOption to
Purchase \$ 8.28Common
Stock

			MNR	
08/10/2006	08/10/2013	Common	65,000	
		Stock		

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	02/17/2012
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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) Proceeds of sale to pay a maturing loan to Monmouth Real Estate Investment Corporation.

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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