

LANDY EUGENE W
Form 4
February 17, 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)
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 (D) Price | | | |
| MNR Common Stock | 02/16/2012 | | S | 20,000 (1) | \$ 9.4035 | 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.

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.

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. P Deri Secu (Inst | |
|---|---|---|---|---|---|--|---|-------------------------------|-------------------------------------|
| | | | | 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 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 | |
| Qualified Stock | | | | | | |
| Option to Purchase | \$ 7.89 | 08/03/2005 | 08/03/2012 | MNR Common Stock | 65,000 | |

Common
Stock

Qualified
Stock

Option to
Purchase \$ 8.28

Common
Stock

08/10/2006 08/10/2013 MNR
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

__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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