

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 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.

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

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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