

LANDY EUGENE W  
Form 4  
February 16, 2011

**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)  
  
JUNIPER BUSINESS PLAZA,  
SUITE 3-C, 3499 RT. 9 NORTH  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2011

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) Code V Amount (D) Price			
MNR Common Stock	02/15/2011		P	1,250 A \$ 8	8,056.3252 <sup>(1)</sup>	I	Windsor Industrial Park Associates
MNR Common Stock	02/15/2011		P	1,250 A \$ 8	18,481.4718 <sub>(2)</sub>	I	Juniper Plaza Associates
MNR Common Stock					691,724.531	D	

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MNR Common Stock		142,809.379	I	Spouse
MNR Common Stock		187,375.154	I	Landy & Landy Employees' Pension Plan
MNR Common Stock		226,412.932	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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(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 or Number of Shares (Instr. 3 and 4)
Qualified Stock Option to Purchase Common Stock	\$ 8.72					Date Exercisable: 01/03/2012 Expiration Date: 01/03/2019	MNR Common Stock	65,000

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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 Common Stock	\$ 7.89	08/03/2005	08/03/2012	MNR Common Stock	65,000
Qualified Stock Option to Purchase Common	\$ 8.28	08/10/2006	08/10/2013	MNR Common Stock	65,000

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W JUNIPER BUSINESS PLAZA, SUITE 3-C 3499 RT. 9 NORTH FREEHOLD, NJ 07728	X	X	President	

## Signatures

Eugene W. Landy	02/16/2011
<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) Includes 80.2875 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. These shares are not required to be reported but are being reflected on this Form 4 to show total holdings.
- (2) Includes 272.198 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. These shares are not required to be reported but are being reflected 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.