

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 December 29, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 12/24/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

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 or Price | | |
| MNR Common Stock | 12/24/2014 | | G | | 10,000 | D | |
| | | | | | \$ 11.35 | | |
| MNR Common Stock | | | | | 29,134.21 | I | Juniper Plaza Associates |
| MNR Common Stock | | | | | 22,470.69 | I | Windsor Industrial Park Associates |
| | | | | | 131,200 | I | |

| | | | | | | | |
|------------------------|--|--|--|--|-------------|---|--|
| MNR Common Stock | | | | | | | Eugene W. and Gloria Landy Family Foundation |
| MNR Common Stock | | | | | 97,913.57 | I | Spouse |
| MNR Common Stock | | | | | 192,293.62 | I | Landy & Landy Employees' Pension Plan |
| MNR Common Stock | | | | | 13,048 | I | Landy Investments, Ltd. |
| MNR Common Stock | | | | | 225,426.819 | I | Landy & Landy Employees' Profit Sharing Plan |

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 | \$ 8.94 | | | | | 01/03/2015 | 01/03/2022 | MNR Common Stock | 65,000 |

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| | | | | | | |
|--|----------|------------|------------|------------------------|--------|--|
| Stock | | | | | | |
| Qualified Stock | | | | | | |
| Option to Purchase Common Stock | \$ 10.46 | 01/03/2014 | 01/03/2021 | MNR Common Stock | 65,000 | |
| 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 | | | | | | |
| 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 | \$ 8.05 | 01/22/2008 | 01/22/2015 | MNR Common Stock | 16,375 | |

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 | | Chairman of the Board | |

Signatures

| | |
|------------------------------------|------------|
| Eugene W. Landy | 12/29/2014 |
| **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).

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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