

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 4

June 16, 2016

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)

3499 RT. 9 NORTH, SUITE 3D

(Street)

FREEHOLD, NJ 07728

(City)

(State)

(Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/15/2016

4. If Amendment, Date Original
 Filed(Month/Day/Year)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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)
MNR Common Stock				(A) or (D)	746,177.278 (1)	D	
MNR Common Stock					34,320.66	I	Juniper Plaza Associates
MNR Common Stock					27,110.25	I	Windsor Industrial Park Associates
					97,913.57	I	Spouse

MNR
Common
Stock

MNR
Common
Stock

MNR
Common
Stock

MNR
Common
Stock

192,293.62 I

Landy &
Landy
Employees'
Pension Plan

13,048 I

Landy
Investments,
Ltd.

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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(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 MNR Common Stock	\$ 10.37					01/05/2017	01/05/2024	MNR Common Stock	65,000	
Qualified Stock Option to	\$ 11.16					01/05/2016	01/05/2023	MNR Common Stock	65,000	

Purchase MNR Common Stock						
Qualified Stock Option to Purchase Common Stock	\$ 8.94	01/03/2015	01/03/2022	MNR Common Stock	65,000	
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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chairman of the Board	

LANDY EUGENE W
3499 RT. 9 NORTH
SUITE 3D
FREEHOLD, NJ 07728

Signatures

Eugene W.
Landy

06/16/2016

__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) Includes 270.302 Dividend Reinvestment Shares Acquire on 6/15/2016

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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