

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 September 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/14/2016

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

3499 RT. 9 NORTH, SUITE 3D

(Street)

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

FREEHOLD, NJ 07728

(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	(A) or (D)	Price
MNR Common Stock	09/14/2016		A		40,000 (1)	A	\$ 0
MNR Common Stock					845,356.129 (2)	D	
MNR Common Stock					154,405	I	Eugene W. Landy and Gloria Landy Family Foundation
MNR Common Stock					34,840.66 (3)	I	Juniper Plaza Associates

MNR Common Stock	27,521.03 <sup>(4)</sup>	I	Windsor Industrial Park Associates
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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(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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Qualified Stock Option to Purchase MNR Common	\$ 10.37					01/05/2017	01/05/2024	MNR Common Stock	65,000

Stock						
Qualified Stock						
Option to Purchase	\$ 11.16	01/05/2016	01/05/2023	MNR Common Stock	65,000	
MNR Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.94	01/03/2015	01/03/2022	MNR Common Stock	65,000	
MNR Common Stock						
Qualified Stock						
Option to Purchase	\$ 10.46	01/03/2014	01/03/2021	MNR Common Stock	65,000	
MNR Common Stock						
Qualified Stock						
Option to Purchase	\$ 9.33	01/03/2013	01/03/2020	MNR Common Stock	65,000	
MNR Common Stock						
Qualified Stock						
Option to Purchase	\$ 8.72	01/03/2012	01/03/2019	MNR Common Stock	65,000	
MNR Common Stock						
Qualified Stock						
Option to Purchase	\$ 7.22	01/05/2011	01/05/2018	MNR Common Stock	65,000	
MNR Common Stock						

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W 3499 RT. 9 NORTH SUITE 3D	X		Chairman of the Board	

FREEHOLD, NJ 07728

## Signatures

Eugene W.  
Landy

09/16/2016

\_\_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) Restricted Stock Issuance: Vesting Schedule: 20% each year for a 5-year period commencing on 9/14/17.
- (2) Includes 178.851 Dividend Reinvestment Shares acquired on 9/15/16.
- (3) Includes 520.00 shares acquired under the Dividend Reinvestment and Stock Purchase Plan.
- (4) Includes 410.78 shares acquired under the Dividend Reinvestment and Stock Purchase Plan.

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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