

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 September 18, 2012

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 MICHAEL P

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 ROUTE 9 N STE 3-C
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Operating Officer

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Monmouth Real Estate Investment Corporation | 09/14/2012 | | A | 1,000 (1) | A \$ 0 (2) | D | |
| Monmouth Real Estate Investment Corporation | | | | | 18,429.754 (3) | I | Held By Spouse |
| Monmouth Real Estate Investment Corporation | | | | | 58,840.438 (4) | I | Account is C/F Daughter, Monica |

Monmouth
Real Estate
Investment
Corporation

59,038.615
(5) I

Account is
C/F Son,
Aaron

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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Monmouth Real Estate Investment Corporation | \$ 7.25 | | | | | 10/20/2009 | 10/20/2016 | Monmouth Real Estate Investment Corporation | 25,000 |
| Monmouth Real Estate Investment Corporation | \$ 7.8 | | | | | 03/10/2009 | 03/10/2016 | Monmouth Real Estate Investment Corporation | 25,000 |
| Monmouth Real Estate Investment Corporation | \$ 8.05 | | | | | 01/22/2008 | 01/22/2015 | Monmouth Real Estate Investment Corporation | 9,825 |
| Monmouth Real Estate Investment Corporation | \$ 8.7 | | | | | 09/21/2006 | 09/21/2013 | Monmouth Real Estate Investment Corporation | 9,825 |
| Monmouth Real Estate Investment Corporation | \$ 8.04 | | | | | 09/12/2007 | 09/12/2014 | Monmouth Real Estate Investment Corporation | 25,000 |

Monmouth
Real Estate
Investment
Corporation

\$ 8.28

08/10/2006 08/10/2013

Monmouth
Real Estate
Investment
Corporation

25,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANDY MICHAEL P 3499 ROUTE 9 N STE 3-C FREEHOLD, NJ 07728 | X | | Chief Operating Officer | |

Signatures

Susan M. Jordan 09/18/2012

__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) Restricted Stock. Vesting schedule: 20% each year upon the first through fifth anniversary of Grant Date.
- (2) Includes 892.253 shares acquired through the dividend reinvestment plan on 9/17/2012 and 8,297.944 shares held in 401K.
- (3) Includes 209.472 shares acquired through the dividend reinvestment plan as of 9/17/2012.
- (4) Includes 790.866 shares acquired through the dividend reinvestment plan as of 9/17/2012.
- (5) Includes 793.53 shares acquired through the dividend reinvestment plan as of 9/17/2012.

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.