

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 May 14, 2013

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)
 05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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 (D) Price		
Monmouth Real Estate Investment Corporation	05/14/2013		M		25,000 (1) \$ 8.28	D	
Monmouth Real Estate Investment Corporation					19,699.652	I	Held By Spouse
Monmouth Real Estate Investment Corporation					60,614.546	I	Account is C/F Daughter, Monica

Monmouth Real Estate Investment Corporation	60,818.696	I	Account is C/F Son, Aaron
Monmouth Real Estate Investment Corporation	51,500	I	Co-trustee of EWL Grandchildren Fund LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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

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		President and CEO	

Signatures

Susan M. Jordan 05/14/2013

__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) Exercise of Monmouth Real Estate stock option.

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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