

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 June 30, 2014

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 3-C
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2014

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

FREEHOLD, NJ 07728

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
MNR Common Stock	06/30/2014		M		65,000 A \$ 8.15	758,400.628	D
MNR Common Stock	06/30/2014		S		6,373 D \$ 9.95	752,027.628 <u>(1)</u>	D
MNR Common Stock	06/30/2014		S		5,000 D \$ 9.92	747,027.628 <u>(1)</u>	D
MNR Common	06/30/2014		S		13,627 D \$ 9.9	733,400.628 <u>(1)</u>	D

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Stock

MNR
Common 06/30/2014
Stock S 1,000 D \$ 9.8801 732,400.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 1,000 D \$ 9.88 731,400.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 400 D \$ 9.875 731,000.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 500 D \$ 9.87 730,500.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 200 D \$ 9.865 730,300.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 200 D \$ 9.86 730,100.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 9,800 D \$ 9.8501 720,300.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 200 D \$ 9.855 720,100.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 10,400 D \$ 9.85 709,700.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 3,100 D \$ 9.853 706,600.628⁽¹⁾ D

MNR
Common 06/30/2014
Stock S 200 D \$ 9.852 706,400.628⁽¹⁾ D

MNR
Common
Stock 28,229.13 I Juniper Plaza Associates

MNR
Common
Stock 21,772.61 I Windsor Industrial Park Associates

MNR
Common
Stock 131,200 I Eugene W. and Gloria Landy

MNR Common Stock	97,913.57	I	Family Foundation 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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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
Qualified Stock Option to Purchase Common Stock	\$ 8.15	06/30/2014		M	65,000	08/02/2007 08/02/2014	Qualified Stock Option to Purchase Common Stock 65,000
Qualified Stock Option to Purchase	\$ 8.94					01/03/2015 01/03/2022	MNR Common Stock 65,000

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Common 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	06/30/2014
**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).

(1) Transfer is made for the primary purpose of paying the exercise price of options to acquire shares of Common Stock.

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.