

LANDY EUGENE W  
Form 4  
May 17, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
05/17/2011

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

JUNIPER BUSINESS PLAZA,  
SUITE 3-C, 3499 RT. 9 NORTH

(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  | (D)  | Price   |                                      |
| MNR Common Stock                | 05/16/2011                           |  | P                              |   | 1,250   | A  | \$ 8 17,204.37  | I Windsor Industrial Park Associates |
| MNR Common Stock                | 05/16/2011                           |  | P                              |   | 1,250   | A  | \$ 8 22,669.8238                                      | I Juniper Plaza Associates           |
| MNR Common Stock                |                                      |  |                                |   |   |  | 699,399.199   | D                                    |

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|                        |             |   |  |
|------------------------|-------------|---|--|
| MNR<br>Common<br>Stock | 145,457,303 | I | Spouse   |
| MNR<br>Common<br>Stock | 188,982.189 | I | Landy &<br>Landy<br>Employees'<br>Pension Plan           |
| MNR<br>Common<br>Stock | 229,031.35  | I | Landy &<br>Landy<br>Employees'<br>Profit Sharing<br>Plan |
| MNR<br>Common<br>Stock | 111,200     | I | Eugene W.<br>and Gloria<br>Landy Family<br>Foundation    |
| MNR<br>Common<br>Stock | 13,048      | I | Landy<br>Investments,<br>Ltd.                            |

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. Price of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| Qualified Stock Option to Purchase Common Stock | \$ 8.72  |                                      |  |                                |   | Date Exercisable: 01/03/2012<br>Expiration Date: 01/03/2019 | MNR Common Stock  | 65,000   |

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|  |         |            |            |                        |        |
|--|---------|------------|------------|------------------------|--------|
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 7.22 | 01/05/2011 | 01/05/2018 | MNR<br>Common<br>Stock | 65,000 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 7.25 | 10/20/2009 | 10/20/2016 | MNR<br>Common<br>Stock | 65,000 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 8.22 | 12/12/2008 | 12/12/2015 | MNR<br>Common<br>Stock | 65,000 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 8.7  | 09/21/2006 | 09/21/2013 | MNR<br>Common<br>Stock | 16,375 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 8.05 | 01/22/2008 | 01/22/2015 | MNR<br>Common<br>Stock | 16,375 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 8.15 | 08/02/2007 | 08/02/2014 | MNR<br>Common<br>Stock | 65,000 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common<br>Stock | \$ 7.89 | 08/03/2005 | 08/03/2012 | MNR<br>Common<br>Stock | 65,000 |
| Qualified<br>Stock<br>Option to<br>Purchase<br>Common          | \$ 8.28 | 08/10/2006 | 08/10/2013 | MNR<br>Common<br>Stock | 65,000 |

Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| LANDY EUGENE W<br>JUNIPER BUSINESS PLAZA, SUITE 3-C<br>3499 RT. 9 NORTH<br>FREEHOLD, NJ 07728 | X             | X         | President |       |

## Signatures

|  |                     |
|--|---------------------|
| Eugene W.<br>Landy                                 | 05/17/2011          |
| <small>**Signature of<br/>Reporting Person</small> | <small>Date</small> |

## 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).
- 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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