

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

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 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<br><u>(1)</u>                                | D                                 |
| MNR Common Stock                | 06/30/2014                           |                                                    | S                              |                                                                   | 5,000 D \$ 9.92                                                                               | 747,027.628<br><u>(1)</u>                                | D                                 |
| MNR Common                      | 06/30/2014                           |                                                    | S                              |                                                                   | 13,627 D \$ 9.9                                                                               | 733,400.628<br><u>(1)</u>                                | D                                 |

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Stock

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

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

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

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

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

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

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

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

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

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

MNR  
Common 06/30/2014 Stock S 200 D \$ 9.852 706,400.628<sup>(1)</sup> 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<br>Common<br>Stock | 97,913.57   | I | Family<br>Foundation<br><br>Spouse                       |
| MNR<br>Common<br>Stock | 192,293.62  | I | Landy &<br>Landy<br>Employees'<br>Pension Plan           |
| MNR<br>Common<br>Stock | 13,048      | I | Landy<br>Investments,<br>Ltd.                            |
| MNR<br>Common<br>Stock | 225,426.819 | I | Landy &<br>Landy<br>Employees'<br>Profit<br>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) |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                                 |                                                        |                                      |                                                    | 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<br>3499 RT. 9 NORTH<br>SUITE 3-C<br>FREEHOLD, NJ 07728 | X             |           | Chairman of the Board |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Eugene W.<br>Landy                 | 06/30/2014 |
| **Signature of<br>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.