

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 4

August 18, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)  
08/17/2015

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| MNR<br>Common<br>Stock                | 08/17/2015                              |                                                             | P                                    | 2,702.702 A                                                             | \$ 33,183.072<br>9.25 (1)                                                                                          | I                                                                       | Juniper Plaza<br>Associates                                       |
| MNR<br>Common<br>Stock                | 08/17/2015                              |                                                             | P                                    | 2,702.702 A                                                             | \$ 26,211.662<br>9.25 (2)                                                                                          | I                                                                       | Windsor<br>Industrial<br>Park<br>Associates                       |
| MNR<br>Common<br>Stock                |                                         |                                                             |                                      |                                                                         | 719,472.138                                                                                                        | D                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 131,200                                                                                                            | I                                                                       |                                                                   |

|                        |             |   |  |                                                          |
|------------------------|-------------|---|--|----------------------------------------------------------|
| MNR<br>Common<br>Stock |             |   |  | Eugene W.<br>and Gloria<br>Landy<br>Family<br>Foundation |
| MNR<br>Common<br>Stock | 97,913.57   | I |  | 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. P<br>Deri<br>Secu<br>(Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|-------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                               |
| Qualified<br>Stock<br>Option to<br>Purchase<br>MNR  | \$ 11.16                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/05/2016                                                     | 01/05/2023         | MNR<br>Common<br>Stock                                              | 65,000                              |                               |

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|                                          |          |  |            |            |                        |        |  |
|------------------------------------------|----------|--|------------|------------|------------------------|--------|--|
| Common<br>Stock                          |          |  |            |            |                        |        |  |
| Qualified<br>Stock                       |          |  |            |            |                        |        |  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 8.94  |  | 01/03/2015 | 01/03/2022 | MNR<br>Common<br>Stock | 65,000 |  |
| Qualified<br>Stock                       |          |  |            |            |                        |        |  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 10.46 |  | 01/03/2014 | 01/03/2021 | MNR<br>Common<br>Stock | 65,000 |  |
| Qualified<br>Stock                       |          |  |            |            |                        |        |  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 9.33  |  | 01/03/2013 | 01/03/2020 | MNR<br>Common<br>Stock | 65,000 |  |
| Qualified<br>Stock                       |          |  |            |            |                        |        |  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 8.72  |  | 01/03/2012 | 01/03/2019 | MNR<br>Common<br>Stock | 65,000 |  |
| Qualified<br>Stock                       |          |  |            |            |                        |        |  |
| 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                       |          |  |            |            |                        |        |  |
| 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                       |          |  |            |            |                        |        |  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 8.22  |  | 12/12/2008 | 12/12/2015 | MNR<br>Common<br>Stock | 65,000 |  |

## 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                                 | 08/18/2015          |
| <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).
  - Includes 2,702.702 shares purchased under the MNR Dividend Reinvestment and Stock Purchase Plan on August 17, 2015. Also includes
  - (1) 501.32 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. The 501.32 shares are not required to be reported but are being reported on this Form 4 to show total holdings.
  - Includes 2,702.702 shares purchased under the MNR Dividend Reinvestment and Stock Purchase Plan on August 17, 2015. Also includes
  - (2) 386.66 shares previously acquired under the MNR Dividend Reinvestment and Stock Purchase Plan. The 386.66 shares are not required to be reported but are being reported on this Form 4 to show total holdings.

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.