

UMH PROPERTIES, INC.  
Form 4  
May 17, 2016

**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

(Last) (First) (Middle)

3499 RT. 9 NORTH, SUITE 3-C

(Street)

FREEHOLD, NJ 07728

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UMH PROPERTIES, INC. [UMH]

3. Date of Earliest Transaction (Month/Day/Year)  
05/13/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                    |
| UMH Properties, Inc.            | 05/13/2016                           |  | P                              | A   | \$ 1,000 9.89   | D  |                                    |
| UMH Properties, Inc.            |                                      |  |                                |   | 28,768.1  | I  | Juniper Plaza Associates           |
| UMH Properties, Inc.            |                                      |  |                                |   | 22,830.32   | I  | Windsor Industrial Park Associates |
|                                 |                                      |  |                                |   | 172,607.725   | I  |                                    |

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|                      |  |            |   |  |  |  |
|----------------------|--|------------|---|--|--|--|
| UMH Properties, Inc. |  |            |   |  |  | Landy Investments                            |
| UMH Properties, Inc. |  | 99,872.121 | I |  |  | Spouse                                       |
| UMH Properties, Inc. |  | 57,561.288 | I |  |  | Landy & Landy Employees' Pension Plan        |
| UMH Properties, Inc. |  | 66,912.51  | I |  |  | Landy & Landy Employees' Profit Sharing Plan |
| UMH Properties, Inc. |  | 100,000    | I |  |  | Eugene W. and Gloria Landy Family Foundation |

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                         |
| UMH Properties, Inc.                       | \$ 9.77  |                                      |  |                                |   | 04/05/2017      04/05/2024                               | UMH Properties, Inc.      100,000                             |
| UMH Properties,                            | \$ 9.82  |                                      |  |                                |   | 06/24/2016      06/24/2023                               | UMH Properties,      100,000                                  |

|        |          |  |            |            |        |         |
|--------|----------|--|------------|------------|--------|---------|
| Inc.   |          |  |            |            | Inc.   |         |
| UMH    |          |  |            |            | UMH    |         |
| Common | \$ 9.85  |  | 06/11/2015 | 06/11/2022 | Common | 100,000 |
| Stock  |          |  |            |            | Stock  |         |
| UMH    |          |  |            |            | UMH    |         |
| Common | \$ 10.08 |  | 06/26/2014 | 06/26/2021 | Common | 100,000 |
| Stock  |          |  |            |            | Stock  |         |

## 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.  
Landy 05/17/2016

\_\_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).

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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