

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 October 22, 2012

**FORM 4**

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

OMB APPROVAL

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**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 MICHAEL P

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 ROUTE 9 N STE 3-C  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/22/2012

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

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 or Price   |  |                                   |
| Monmouth Real Estate Investment Corporation | 10/22/2012                           |  | P                              |   | \$ 819 11.13  | D  |                                   |
| Monmouth Real Estate Investment Corporation | 10/22/2012                           |  | P                              |   | \$ 181 11.15  | D  |                                   |
| Monmouth Real Estate Investment Corporation |                                      |  |                                |   | 18,429.754  | I  | Held By Spouse                    |

|  |            |   |  |
|--|------------|---|--|
| Monmouth<br>Real Estate<br>Investment<br>Corporation | 58,840.438 | I | Account is<br>C/F<br>Daughter,<br>Monica |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | 59,038.615 | I | Account is<br>C/F Son,<br>Aaron          |

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.**

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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<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) |  |                                     |
|--|---|---|---|---|---|--|---|--|-------------------------------------|
|  |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of Shares |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 7.25   |   |   |   |   | 10/20/2009   | 10/20/2016  | Monmouth<br>Real Estate<br>Investment<br>Corporation | 25,000                              |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 7.8  |   |   |   |   | 03/10/2009   | 03/10/2016  | Monmouth<br>Real Estate<br>Investment<br>Corporation | 25,000                              |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 8.05   |   |   |   |   | 01/22/2008   | 01/22/2015  | Monmouth<br>Real Estate<br>Investment<br>Corporation | 9,825                               |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 8.7  |   |   |   |   | 09/21/2006   | 09/21/2013  | Monmouth<br>Real Estate<br>Investment<br>Corporation | 9,825                               |

|  |         |            |            |  |        |
|--|---------|------------|------------|--|--------|
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 8.04 | 09/12/2007 | 09/12/2014 | Monmouth<br>Real Estate<br>Investment<br>Corporation | 25,000 |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | \$ 8.28 | 08/10/2006 | 08/10/2013 | Monmouth<br>Real Estate<br>Investment<br>Corporation | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| LANDY MICHAEL P<br>3499 ROUTE 9 N STE 3-C<br>FREEHOLD, NJ 07728 | X             |           | Chief Operating Officer |       |

## Signatures

Susan M. Jordan                      10/22/2012  
 \_\_Signature of                      Date  
 Reporting Person

## 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. 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.