

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 March 19, 2013

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 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)
 03/15/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Monmouth Real Estate Investment Corporation | | | | (A) or (D) | 146,883.032 (1) | D | |
| Monmouth Real Estate Investment Corporation | | | | (A) or (D) | 19,699.652 (2) | I | Held By Spouse |
| Monmouth Real Estate Investment Corporation | | | | (A) or (D) | 60,614.546 (3) | I | Account is C/F Daughter, Monica |

| | | | |
|---|-------------------|---|--|
| Monmouth Real Estate Investment Corporation | 60,818.696 (4) | I | Account is C/F Son, Aaron |
| Monmouth Real Estate Investment Corporation | 51,500 | I | Co-trustee of EWL Grandchildren Fund LLC |

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 |
| Monmouth Real Estate Investment Corporation | \$ 7.25 | | | | | 10/20/2009 | 10/20/2016 | Monmouth Real Estate Investment Corporation | 25,000 |
| Monmouth Real Estate Investment Corporation | \$ 7.8 | | | | | 03/10/2009 | 03/10/2016 | Monmouth Real Estate Investment Corporation | 25,000 |
| Monmouth Real Estate Investment Corporation | \$ 8.05 | | | | | 01/22/2008 | 01/22/2015 | Monmouth Real Estate Investment Corporation | 9,825 |
| Monmouth Real Estate Investment Corporation | \$ 8.7 | | | | | 09/21/2006 | 09/21/2013 | Monmouth Real Estate Investment Corporation | 9,825 |

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

Reporting Owners

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

Signatures

Susan M. Jordan 03/19/2013
 __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).
- (1) Includes 1,116.481 shares acquired through dividend reinvestment on 3/15/2013, and 10,516.25 shares in 401K.
- (2) Includes 224.855 shares acquired through dividend reinvestment on 3/15/2013.
- (3) Includes 848.943 shares acquired through dividend reinvestment on 3/15/2013.
- (4) Includes 851.802 shares acquired through dividend reinvestment on 3/15/2013.

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.