

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 December 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 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)
 12/21/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Monmouth Real Estate Investment Corporation | 12/21/2012 | | P | | 300 A \$ 10.12 | 139,675.289 | D |
| Monmouth Real Estate Investment Corporation | 12/21/2012 | | P | | 100 A \$ 10.11 | 139,775.289 | D |
| Monmouth Real Estate Investment Corporation | 12/21/2012 | | P | | 1,400 A \$ 10.13 | 141,175.289 | D |

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| | | | | | | | | |
|---------------------------------------------|------------|---|-----|---|----------|-------------|---|------------------------------------------|
| Monmouth Real Estate | 12/21/2012 | P | 200 | A | \$ 10.15 | 141,375.289 | D | |
| Monmouth Real Estate Investment Corporation | | | | | | 18,674.797 | I | Held By Spouse |
| Monmouth Real Estate Investment Corporation | | | | | | 59,765.603 | I | Account is C/F Daughter, Monica |
| Monmouth Real Estate Investment Corporation | | | | | | 59,966.894 | 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.

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 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 | \$ 7.8 | | | | | 03/10/2009 | 03/10/2016 | Monmouth Real Estate | 25,000 |

| | | | | | |
|---------------------------------------------|---------|--|-----------------------|---------------------------------------------|--------|
| Investment Corporation | | | | Investment Corporation | |
| 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 12/21/2012
 __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.
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