

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 December 29, 2014

**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

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)  
 12/24/2014

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 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	(D)	Price
MNR Common Stock	12/24/2014		G		10,000	D	\$ 11.35
MNR Common Stock					29,134.21	I	
MNR Common Stock					22,470.69	I	
					131,200	I	

MNR Common Stock							Eugene W. and Gloria Landy Family Foundation
MNR Common Stock					97,913.57	I	Spouse
MNR Common Stock					192,293.62	I	Landy & Landy Employees' Pension Plan
MNR Common Stock					13,048	I	Landy Investments, Ltd.
MNR Common Stock					225,426.819	I	Landy & Landy Employees' Profit Sharing Plan

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)	8. P Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Qualified Stock Option to Purchase Common	\$ 8.94					01/03/2015	01/03/2022	MNR Common Stock	65,000

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Stock						
Qualified Stock						
Option to Purchase Common Stock	\$ 10.46	01/03/2014	01/03/2021	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 9.33	01/03/2013	01/03/2020	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 8.72	01/03/2012	01/03/2019	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 7.22	01/05/2011	01/05/2018	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 7.25	10/20/2009	10/20/2016	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 8.22	12/12/2008	12/12/2015	MNR Common Stock	65,000	
Qualified Stock						
Option to Purchase Common Stock	\$ 8.05	01/22/2008	01/22/2015	MNR Common Stock	16,375	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W 3499 RT. 9 NORTH SUITE 3-C FREEHOLD, NJ 07728	X		Chairman of the Board	

## Signatures

Eugene W. Landy	12/29/2014
**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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