

LANDY SAMUEL A  
Form 4  
December 19, 2012

**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 SAMUEL A

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 NORTH, SUITE 3C  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/17/2012

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

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 (D) Price  |  |   |
| Monmouth Real Estate Investment Corporation | 12/17/2012                           |  | G                              |   | \$ 231,720.7512<br>9.5 (1)  | D  |   |
| Monmouth Real Estate Investment Corporation |                                      |  |                                |   | 231,734.5152<br>(2)   | D  |   |
| Monmouth Real Estate Investment Corporation |                                      |  |                                |   | 20,999.942  | I  | Held By Spouse  |

|  |                           |   |   |
|--|---------------------------|---|---|
| Monmouth<br>Real Estate<br>Investment<br>Corporation | 39,739.783 <sup>(3)</sup> | I | Account is C/F<br>Son Daniel                      |
| Monmouth<br>Real Estate<br>Investment<br>Corporation | 22,379                    | I | Sam Landy<br>Family Ltd<br>Partnership            |
| Monmouth<br>Real Estate<br>Investment<br>Corporaiton | 51,500                    | I | Co-trustee of<br>EWL<br>Grandchildren<br>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.**

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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. 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. Transaction<br>Code<br>(Instr. 8) | 5. 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<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LANDY SAMUEL A<br>3499 ROUTE 9 NORTH, SUITE 3C<br>FREEHOLD, NJ 07728 |               | X         |         |       |

## Signatures

|  |                     |
|--|---------------------|
| Susan M. Jordan                                    | 12/19/2012          |
| <small>**Signature of<br/>Reporting Person</small> | <small>Date</small> |

## 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 401K of 46,978.2082 shares.
- (2) Includes 13.764 shares acquired through dividend reinvestment and 46,978.2082 shares held in 401K.
- (3) Includes 527.122 shares acquired through dividend reinvestment as of 12/17/2012.

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.