

LANDY EUGENE W  
Form 4  
December 18, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(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 3D  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2017

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| MNR<br>Common<br>Stock                |                                         |                                                             |                                      |                                                                            | 851,619.668<br>(1)                                                                                                 | D                                                                       |                                                                   |
| MNR<br>Common<br>Stock                |                                         |                                                             |                                      |                                                                            | 179,405                                                                                                            | I                                                                       | Eugene W.<br>Landy and<br>Gloria Landy<br>Family<br>Foundation    |
| MNR<br>Common<br>Stock                |                                         |                                                             |                                      |                                                                            | 37,380.619 (2)                                                                                                     | I                                                                       | Juniper Plaza<br>Associates                                       |

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|                        |                             |                                                          |
|------------------------|-----------------------------|----------------------------------------------------------|
| MNR<br>Common<br>Stock | 29,527.275 <sup>(3)</sup> I | Windsor<br>Industrial<br>Park<br>Associates              |
| MNR<br>Common<br>Stock | 97,913.57 I                 | Spouse                                                   |
| MNR<br>Common<br>Stock | 192,293.62 I                | Landy &<br>Landy<br>Employees'<br>Pension Plan           |
| MNR<br>Common<br>Stock | 13,048 I                    | Landy<br>Investments,<br>Ltd.                            |
| MNR<br>Common<br>Stock | 225,426.819 I               | Landy &<br>Landy<br>Employees'<br>Profit Sharing<br>Plan |

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<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 Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pr<br>Deri<br>Secu<br>(Inst |
|--------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|--------------------------------|
|                                                              |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                |
| Qualified<br>Stock<br>Option to<br>Purchase<br>MNR<br>Common | \$ 15.04                                                           |                                         |                                                             |                                      |                                                                                                                    | 01/04/2018                                                     | 01/04/2025         | MNR<br>Common<br>Stock                                              | 65,000                              |                                |

Stock

Qualified  
Stock

Option to

Purchase \$ 10.37

MNR

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/05/2017 | 01/05/2024 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

Qualified  
Stock

Option to

Purchase \$ 11.16

MNR

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/05/2016 | 01/05/2023 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

Qualified  
Stock

Option to

Purchase \$ 8.94

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/03/2015 | 01/03/2022 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

Qualified  
Stock

Option to

Purchase \$ 10.46

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/03/2014 | 01/03/2021 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

Qualified  
Stock

Option to

Purchase \$ 9.33

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/03/2013 | 01/03/2020 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

Qualified  
Stock

Option to

Purchase \$ 8.72

Common  
Stock

|            |            |                        |        |
|------------|------------|------------------------|--------|
| 01/03/2012 | 01/03/2019 | MNR<br>Common<br>Stock | 65,000 |
|------------|------------|------------------------|--------|

## Reporting Owners

| Reporting Owner Name / Address     | Relationships |           |                       |       |
|------------------------------------|---------------|-----------|-----------------------|-------|
|                                    | Director      | 10% Owner | Officer               | Other |
| LANDY EUGENE W<br>3499 RT. 9 NORTH | X             |           | Chairman of the Board |       |

SUITE 3D  
FREEHOLD, NJ 07728

## Signatures

Eugene W.  
Landy

12/18/2017

\_\_\_\_\_  
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).
- (1) Includes 385.952 Dividend Reinvestment Shares Acquired on 12/15/17.
- (2) Includes 1,227.959 shares acquired under the Dividend Reinvestment and Stock Purchase Plan.
- (3) Includes 969.975 shares acquired under the Dividend Reinvestment and Stock Purchase Plan.

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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