

LANDY EUGENE W  
Form 4  
January 19, 2011

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/18/2011

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

JUNIPER BUSINES PLAZA,  
SUITE 3-C, 3499 RT. 9 NORTH

(Street)

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

FREEHOLD, NJ 07728

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
MNR Common Stock	01/18/2011		P		1,194.0298	A	\$ 8.375
							6,726.0377
MNR Common Stock	01/18/2011		P		1,194.0298	A	\$ 8.375
							16,959.3105
MNR Common Stock	01/19/2011		M		65,000	A	\$ 6.9
							691,724.531

Windsor Industrial Park Associates

Juniper Plaza Associates

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MNR Common Stock		142,809.379	I	Spouse
MNR Common Stock		187,375.154	I	Landy & Landy Employees' Pension Plan
MNR Common Stock		226,412.932	I	Landy & Landy Employees' Profit Sharing Plan
MNR Common Stock		111,200	I	Eugene W. and Gloria Landy Family Foundation
MNR Common Stock		13,048	I	Landy Investments, Ltd.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Qualified Stock Option to Purchase Common Stock	\$ 6.9	01/19/2011		M	65,000	01/22/2004	01/22/2011	MNR Common Stock	65,000
	\$ 8.72					01/03/2012	01/03/2019		65,000

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Qualified Stock Option to Purchase Common Stock				MNR Common Stock	
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	\$ 8.7		09/21/2006	09/21/2013	MNR Common Stock 16,375
Qualified Stock Option to Purchase Common Stock	\$ 8.05		01/22/2008	01/22/2015	MNR Common Stock 16,375
Qualified Stock Option to Purchase Common Stock	\$ 8.15		08/02/2007	08/02/2014	MNR Common Stock 65,000
Qualified Stock Option to Purchase Common	\$ 7.89		08/03/2005	08/03/2012	MNR Common Stock 65,000

Stock

Qualified  
Stock

Option to  
Purchase \$ 8.28

Common  
Stock

08/10/2006 08/10/2013 MNR  
Common 65,000  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W JUNIPER BUSINES PLAZA, SUITE 3-C 3499 RT. 9 NORTH FREEHOLD, NJ 07728	X	X	President	

## Signatures

Eugene W.  
Landy 01/19/2011

\_\_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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