

LANDY EUGENE W
Form 4/A
December 19, 2018

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| LANDY EUGENE W | | | MONMOUTH REAL ESTATE INVESTMENT CORP [MNR] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner |
| 3499 RT. 9 NORTH, SUITE 3D | | | 12/17/2018 | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | Chairman of the Board |
| FREEHOLD, NJ 07728 | | | 12/18/2018 | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| MNR Common Stock | | | | (A) or (D) | 853,638.738 <u>(1)</u> | D | Eugene W. Landy and Gloria Landy Family Foundation |
| MNR Common Stock | | | | | 179,405 | I | Juniper Plaza Associates |
| MNR Common Stock | | | | | 39,361.087 | I | |

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| | | | |
|------------------------|-------------|---|----------------------------------------------------------|
| MNR Common Stock | 29,527.275 | I | Windsor Industrial Park Associates |
| MNR Common Stock | 97,913.57 | I | Spouse |
| MNR Common Stock | 13,048 | I | Landy Investments, Ltd. |
| MNR Common Stock | 184,293.62 | I | Landy & Landy Employees' Pension Plan |
| MNR Common Stock | 217,426.819 | 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. Price or Number of Shares |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------|------------------------------|
| Qualified Stock Option to Purchase Common Stock | \$ 17.8 | | | | | Date Exercisable: 01/03/2019 Expiration Date: 01/03/2026 | MNR Common Stock | 65,000 |

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| | | | | | |
|---------------------------------------------|----------|------------|------------|------------------------|--------|
| Qualified Stock Option to Purchase | \$ 15.04 | 01/04/2018 | 01/04/2025 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 10.37 | 01/05/2017 | 01/05/2024 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 11.16 | 01/05/2016 | 01/05/2023 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 8.94 | 01/03/2015 | 01/03/2022 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 10.46 | 01/03/2014 | 01/03/2021 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 9.33 | 01/03/2013 | 01/03/2020 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |
| Qualified Stock Option to Purchase | \$ 8.72 | 01/03/2012 | 01/03/2019 | MNR Common Stock | 65,000 |
| MNR Common Stock | | | | | |

Reporting Owners

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

Signatures

| | |
|------------------------------------|------------|
| Eugene W. Landy | 12/19/2018 |
| **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) This form 4 amendment is being filed to reflect the correct number of dividend reinvestment shares, 390.32, acquired on 12/17/2018.

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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