

# MONMOUTH REAL ESTATE INVESTMENT CORP

Reported by  
**UMH PROPERTIES, INC.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/25/22 for the Period Ending 02/25/22

Address	101 CRAWFORDS CORNER ROAD, SUITE 1405 HOLMDEL, NJ, 07733
Telephone	(732) 577-4054
CIK	0000067625
Symbol	MNR
SIC Code	6798 - Real Estate Investment Trusts
Industry	Commercial REITs
Sector	Financials
Fiscal Year	09/30

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *  <b>UMH PROPERTIES, INC.</b>  (Last) (First) (Middle)  <b>3499 ROUTE 9 N, SUITE 3-C, JUNIPER BUSINESS PLAZA</b>  (Street)  <b>FREEHOLD, NJ 07728</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>MONMOUTH REAL ESTATE INVESTMENT CORP [ MNR ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <b>2/25/2022</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner ____ Officer (give title below) ____X____ Other (specify below) <b>Affiliate</b>  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)		2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price				
Common Stock		2/25/2022		J	(1)		2656256.11	D	(1)(2)	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) On February 25, 2022, pursuant to the Agreement and Plan of Merger, dated as of November 5, 2021 and as amended on February 7, 2022 (the "Merger Agreement"), by and among Monmouth Real Estate Investment Corporation ("Monmouth"), Industrial Logistics Properties Trust ("ILPT"), and Maple Delaware Merger Sub LLC ("Merger Sub"), Monmouth merged with and into Merger Sub (the "Merger"), with Merger Sub surviving as a wholly owned subsidiary of ILPT.
- (2) At the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$0.01 per share, of Monmouth that was issued and outstanding immediately prior to the Effective Time (other than shares owned by Monmouth, ILPT or Merger Sub) was automatically converted into the right to receive \$21.00 per share in cash (the "Common Stock Consideration"), without interest and subject to applicable withholding tax.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UMH PROPERTIES, INC. 3499 ROUTE 9 N, SUITE 3-C JUNIPER BUSINESS PLAZA FREEHOLD, NJ 07728				Affiliate

Signatures

Becky Coleridge

2/25/2022

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

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.