

LANDY EUGENE W
Form 4
September 28, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANDY EUGENE W

(Last) (First) (Middle)

3499 RT. 9 NORTH, SUITE 3-C

(Street)

FREEHOLD, NJ 07728

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UMH PROPERTIES, INC. [UMH]

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

09/27/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|---|---|
| UMH Properties, Inc. | 09/27/2017 | | A | 1,000 (1) | A \$ 0 626,636.623 | D | |
| UMH Properties, Inc. | 09/27/2017 | | A | 100 (2) | A \$ 0 625,636.623 | D | |
| UMH Properties, Inc. | | | | | 97,880 | I | Eugene W. and Gloria Landy Family Foundation |

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| | | | |
|----------------------|-------------|---|--|
| UMH Properties, Inc. | 30,674.1 | I | Juniper Plaza Associates |
| UMH Properties, Inc. | 23,670.01 | I | Windsor Industrial Park Associates |
| UMH Properties, Inc. | 172,607.725 | I | Landy Investments |
| UMH Properties, Inc. | 99,872.121 | I | Spouse |
| UMH Properties, Inc. | 57,561.288 | I | Landy & Landy Employees' Pension Plan |
| UMH Properties, Inc. | 66,912.51 | 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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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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| UMH Properties, Inc. | \$ 15.04 | | | | | 04/04/2018 | 04/04/2027 | UMH Properties, Inc. | 100,000 |

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| | | | | | |
|----------------------------|----------|------------|------------|----------------------------|---------|
| UMH Properties, Inc. | \$ 9.77 | 04/05/2017 | 04/05/2024 | UMH Properties, Inc. | 100,000 |
| UMH Properties, Inc. | \$ 9.82 | 06/24/2016 | 06/24/2023 | UMH Properties, Inc. | 100,000 |
| UMH Common Stock | \$ 9.85 | 06/11/2015 | 06/11/2022 | UMH Common Stock | 100,000 |
| UMH Common Stock | \$ 10.08 | 06/26/2014 | 06/26/2021 | UMH Common Stock | 100,000 |

Reporting Owners

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

Signatures

Eugene W.
Landy 09/28/2017

__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).

(1) Restricted Stock Issuance: Vesting Schedule 20% each year over a five year period commencing on 9/14/2018.

(2) Restricted Stock Award for Directors: with full vesting in 3 months on 12/27/2017.

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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