

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 December 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 MICHAEL P

2. Issuer Name and Ticker or Trading Symbol  
 MONMOUTH REAL ESTATE INVESTMENT CORP [mnrta]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 3499 ROUTE 9 N STE 3-C  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2008

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

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 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) |
|---------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Monmouth Real Estate Investment Corporation |                                      |                                                    |                                | (A)                                                               | 47,334.583<br>(1)                                                                             | D                                                        |                                                       |
| Monmouth Real Estate Investment Corporation |                                      |                                                    |                                | (A)                                                               | 11,951.218<br>(2)                                                                             | I                                                        | Held By Spouse                                        |
| Monmouth Real Estate Investment Corporation |                                      |                                                    |                                | (A)                                                               | 45,121.984<br>(3)                                                                             | I                                                        | Account is C/F Daughter, Monica                       |

Monmouth  
Real Estate  
Investment  
Corporation

45,273.954  
(4) I

Account is  
C/F Son,  
Aaron

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 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 |
| Monmouth Real Estate Investment Corporation | \$ 7.25                                                |                                      |                                                    |                                |                                                                                         | 10/20/2009                                               | 10/20/2016                                                    | Monmouth Real Estate Investment Corporation | 25,000                     |
| Monmouth Real Estate Investment Corporation | \$ 7.8                                                 |                                      |                                                    |                                |                                                                                         | 03/10/2009                                               | 03/10/2016                                                    | Monmouth Real Estate Investment Corporation | 25,000                     |
| Monmouth Real Estate Investment Corporation | \$ 8.05                                                |                                      |                                                    |                                |                                                                                         | 01/22/2008                                               | 01/22/2015                                                    | Monmouth Real Estate Investment Corporation | 9,825                      |
| Monmouth Real Estate Investment Corporation | \$ 8.7                                                 |                                      |                                                    |                                |                                                                                         | 09/21/2006                                               | 09/21/2013                                                    | Monmouth Real Estate Investment Corporation | 9,825                      |
| Monmouth Real Estate Investment Corporation | \$ 8.04                                                |                                      |                                                    |                                |                                                                                         | 09/12/2007                                               | 09/12/2014                                                    | Monmouth Real Estate Investment Corporation | 25,000                     |

Monmouth  
Real Estate  
Investment  
Corporation

\$ 8.28

08/10/2006 08/10/2013

Monmouth  
Real Estate  
Investment  
Corporation

25,000

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|-----------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                  | Other |
| LANDY MICHAEL P<br>3499 ROUTE 9 N STE 3-C<br>FREEHOLD, NJ 07728 | X             |           | Executive Vice President |       |

## Signatures

Susan M. Jordan 12/16/2008

\_\_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) Includes 804.525 shares acquired through dividend reinvestment and 3,788.538 shares held in the 401K Plan as of 7/8/08..
- (2) Includes 274.74 shares acquired through dividend reinvestment.
- (3) Includes 1,037.286 shares acquired through dividend reinvestment.
- (4) Includes 1,040.781 shares acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.