

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 4
 December 16, 2008

FORM 4

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

OMB APPROVAL

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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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Monmouth Real Estate Investment Corporation					47,334.583 (1)	D	
Monmouth Real Estate Investment Corporation					11,951.218 (2)	I	Held By Spouse
Monmouth Real Estate Investment Corporation					45,121.984 (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.

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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)		
				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 3499 ROUTE 9 N STE 3-C FREEHOLD, NJ 07728	X		Executive Vice President	

Signatures

Susan M. Jordan 12/16/2008

__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) 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.
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