

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 4

December 16, 2008

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

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(Print or Type Responses)

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

(Last) (First) (Middle)

JUNIPER BUSINESS PLAZA,
SUITE 3-C, 3499 RT. 9 NORTH

(Street)

FREEHOLD, NJ 07728

(City) (State) (Zip)

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

MONMOUTH REAL ESTATE
INVESTMENT CORP [MNRTA]

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

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) President

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)
MNRTA Common Stock				(A) or (D)	534,003.182 (1)	D	
MNRTA Common Stock				(A) or (D)	120,629.234 (2)	I	Spouse
MNRTA Common Stock				(A) or (D)	173,913.938 (3)	I	Landy & Landy Employees' Pension Plan

MNRTA Common Stock	204,479.94 ⁽⁴⁾	I	Landy & Landy Employees' Profit Sharing Plan
MNRTA Common Stock	86,200	I	Eugene W. and Gloria Landy Family Foundation
MNRTA Common Stock	13,048	I	Landy Investments
MNRTA Common Stock	5,000	I	Juniper Plaza Associates

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)		8. P Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Qualified Stock Option to Purchase Common Stock	\$ 7.25					10/20/2009	10/20/2016	MNRTA Common Stock	65,000	
Qualified Stock Option to	\$ 8.22					12/12/2008	12/12/2015	MNRTA Common Stock	65,000	

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Purchase Common Stock						
Qualified Stock Option to Purchase Common Stock	\$ 5.04		04/04/2002	10/04/2009	MNRTA Common Stock	32,750
Qualified Stock Option to Purchase Common Stock	\$ 8.7		09/21/2006	09/21/2013	MNRTA Common Stock	16,375
Qualified Stock Option to Purchase Common Stock	\$ 8.05		01/22/2008	01/22/2015	MNRTA Common Stock	16,375
Qualified Stock Option to Purchase Common Stock	\$ 8.15		08/02/2007	08/02/2014	MNRTA Common Stock	65,000
Qualified Stock Option to Purchase Common Stock	\$ 7.13		06/21/2003	06/21/2010	MNRTA Common Stock	65,000
Qualified Stock Option to Purchase Common Stock	\$ 6.9		01/22/2004	01/22/2011	MNRTA Common Stock	65,000
Qualified Stock Option to Purchase Common Stock	\$ 7.89		08/03/2005	08/03/2012	MNRTA Common Stock	65,000
Qualified Stock	\$ 8.28		08/10/2006	08/10/2013	MNRTA Common	65,000

Option to
Purchase
Common
Stock

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W JUNIPER BUSINESS PLAZA, SUITE 3-C 3499 RT. 9 NORTH FREEHOLD, NJ 07728	X	X	President	

Signatures

Eugene W.
Landy 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 9,136.993 shares acquired in December under the MNRTA Dividend Reinvestment and Stock Purchase Plan.
- (2) Includes 2,635.155 shares acquired in December under the MNRTA Dividend Reinvestment and Stock Purchase Plan.
- (3) Includes 1,599.286 shares acquired in December under the MNRTA Dividend Reinvestment and Stock Purchase Plan.
- (4) Includes 2,605.791 shares acquired in December under the MNRTA Dividend Reinvestment and Stock Purchase Plan.

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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