

MONMOUTH REAL ESTATE INVESTMENT CORP

Form 4

July 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
UMH PROPERTIES, INC.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, SUITE
3-C, JUNIPER BUSINESS PLAZA3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2008____ Director ____ 10% Owner
____ Officer (give title below) ____X____ Other (specify below)
Affiliate(Street)
FREEHOLD, NJ 077284. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) (A) or (D)	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	07/02/2008		P	503 A	\$ 6.3799 2,036,605.6326	D	
Monmouth Real Estate Investment Corporation	07/02/2008		P	100 A	\$ 6.35 2,036,705.6326	D	
Monmouth Real Estate Investment	07/02/2008		P	1,000 A	\$ 6.28 2,037,705.6326	D	

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Corporation

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 7,141 A \$ 6.3 2,044,846.6326 D

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 2,897 A \$ 6.37 2,047,743.6326 D

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 600 A \$ 6.29 2,048,343 D

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 100 A \$ 6.36 2,048,443.6326 D

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 159 A \$ 6.3099 2,048,602.6326 D

Monmouth
Real Estate
Investment
Corporation

07/02/2008 P 3,000 A \$ 6.31 (1) 2,051,602.6326 D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
Shares

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

Susan M. Jordan 07/03/2008

__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).

This Form 4 reflects UMH Properties Inc. purchase of 15,500 shares of Monmouth Real Estate Investment Corporation on 7/2/2008. In addition, UMH owns \$1,000,000 principal amount of the 2003 Debentures, representing 109,170 shares of the Issuer's Common Stock on a converted basis, and \$5,000,000 principal amount of the 2005 Debentures, representing 436,681 shares of the Issuer's Common Stock on a converted basis. The total number of securities of the Issuer beneficially owned at this time includes 545,852 shares of Common Stock of the Issuer issuable upon conversion of the 2003 and 2005 Debentures.

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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