

LANDY EUGENE W  
Form 4  
December 11, 2008

**FORM 4**

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

OMB APPROVAL

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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 EUGENE W

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2008

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

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

(Street)

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

FREEHOLD, NJ 07728

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| MNRTA Common Stock              | 12/10/2008                           |  | J                              |   | 22,000 A \$ 6.89  | D  |   |
| MNRTA Common Stock              | 12/10/2008                           |  | J                              |   | 22,000 D \$ 6.89  | I  | Landy & Landy Employees' Profit Sharing Plan          |
| MNRTA Common Stock              |                                      |  |                                |   | 117,994.079   | I  | Spouse  |

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|                          |             |   |  |
|--------------------------|-------------|---|--|
| MNRTA<br>Common<br>Stock | 172,314.652 | I | Landy &<br>Landy<br>Employees'<br>Pension Plan           |
| MNRTA<br>Common<br>Stock | 5,000       | I | Juniper Plaza<br>Associates                              |
| MNRTA<br>Common<br>Stock | 13,048      | I | Landy<br>Investments                                     |
| MNRTA<br>Common<br>Stock | 86,200      | I | Eugene W.<br>and Gloria<br>Landy<br>Family<br>Foundation |

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) | 8. Price or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|---|---|------------------------------|
| Qualified Stock Option to Purchase Common Stock | \$ 7.25  |                                      |  |                                |   | Date Exercisable: 10/20/2009<br>Expiration Date: 10/20/2016 | MNRTA Common Stock  | 65,000                       |
| Qualified Stock Option to Purchase              | \$ 8.22  |                                      |  |                                |   | 12/12/2008 12/12/2015                                       | MNRTA Common Stock  | 65,000                       |

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

Purchase  
Common  
Stock

## Reporting Owners

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

## Signatures

Eugene W.  
Landy 12/11/2008

    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).

### Remarks:

Eugene W. Landy acquired 22,000 shares from the Landy & Landy Employees' Profit Sharing Plan representing retirement dis

The Landy & Landy Employees' Profit Sharing plan disposed 22,000 shares to Eugene W. Landy representing retirement distr

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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