

MONMOUTH REAL ESTATE INVESTMENT CORP  
 Form 4  
 August 02, 2007

**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 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)  
 07/31/2007

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

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)
			Code	V	Amount (A) or (D) Price		
Monmouth Real Estate Investment Corporation	07/31/2007		A		26,925 (1) \$ 0	A	42,597.781 (2) D
Monmouth Real Estate Investment Corporation	07/31/2007		A		5,115 (3) \$ 0	A	40,064.532 I Account is C/F Daughter Monica
Monmouth Real Estate Investment Corporation	07/31/2007		A		5,188 (4) \$ 0	A	40,201.439 I Account is C/F Son Aaron

Monmouth  
Real Estate  
Investment  
Corporation

10,563.782 I

Held By  
Spouse

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.**

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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
Monmouth Real Estate Investment Corporation	\$ 8.05	07/31/2007		A	9,825 (5)	01/22/2008 01/22/2015	Monmouth Real Estate Investment Corporation 9,825
Monmouth Real Estate Investment Corporation	\$ 8.7	07/31/2007		A	9,825 (6)	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                      X                      Vice President - Investments  
FREEHOLD, NJ 07728

## Signatures

Rosemarie  
Faccione    08/02/2007

     \*\*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) Shares acquired pursuant to a merger between Monmouth Real Estate Investment Corporation and Monmouth Capital Corporation (MCC). The shares of MCC were converted into 0.655 of a share of Monmouth Real Estate Investment Corporation's stock.
- (2) Total holdings also include 4,955.216 shares held in an IRA account, inadvertently omitted from previous filings.
- (3) Same as footnote (1) above.
- (4) Same as footnote (1) above.
- (5) Stock option acquired pursuant to a merger between Monmouth Real Estate Investment Corporation and Monmouth Capital Corporation (MCC). The shares of MCC were converted into 0.655 of a share of Monmouth Real Estate Investment Corporation's stock.
- (6) Same as footnote (5) above.

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.