

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

3. Date of Earliest Transaction (Month/Day/Year)  
 07/31/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Monmouth Real Estate Investment Corporation Common Stock | 07/31/2007                           |  | A                              | (1) 66,189  | A \$ 0 473,737.867  | D  |   |
| Monmouth Real Estate Investment Corporation Common       | 07/31/2007                           |  | A                              | (2) 8,560   | A \$ 0 111,035.061  | I  | Spouse  |

Stock

|  |            |   |                              |   |      |             |   |  |
|--|------------|---|------------------------------|---|------|-------------|---|--|
| Monmouth Real Estate Investment Corporation Common Stock | 07/31/2007 | A | <u>45,228</u> <sup>(3)</sup> | A | \$ 0 | 206,992.673 | I | Landy & Landy Employees' Profit Sharing Plan |
| Monmouth Real Estate Investment Corporation Common Stock | 07/31/2007 | A | <u>21,506</u> <sup>(4)</sup> | A | \$ 0 | 148,091.196 | I | Landy & Landy Employees' Pension Plan        |
| Monmouth Real Estate Investment Corporation              | 07/31/2007 | A | <u>13,048</u> <sup>(5)</sup> | A | \$ 0 | 13,048      | I | Landy & Landy Investments Ltd.               |
| Monmouth Real Estate Investment Corporation Common Stock | 07/31/2007 | A | <u>26,200</u> <sup>(6)</sup> | A | \$ 0 | 86,200      | I | Eugene W. and Gloria Landy Family 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Qualified Stock Option to Purchase         | \$ 5.04  | 07/31/2007                           |  | A                              | <u>32,750</u> <sup>(7)</sup>  | 04/04/2002 10/04/2009                                    | Monmouth Real Estate Investment Corporation                   | 32,750                     |

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|   |         |            |   |                      |            |            |  |       |
|---|---------|------------|---|----------------------|------------|------------|--|-------|
| Common Stock                                    |         |            |   |                      |            |            | Common Stock   |       |
| Qualified Stock Option to Purchase Common Stock | \$ 8.7  | 07/31/2007 | A | 16,375<br><u>(8)</u> | 09/21/2006 | 09/21/2013 | Monmouth Real Estate Investment Corporation Common Stock | 16,3  |
| Qualified Stock Option to Purchase Common Stock | \$ 8.05 | 07/31/2007 | A | 16,375<br><u>(9)</u> | 01/22/2008 | 01/22/2015 | Monmouth Real Estate Investment Corporation Common Stock | 16,3  |
| Qualified Stock Option to Purchase Common Stock | \$ 8.15 |            |   |                      | 08/02/2007 | 08/02/2014 | Monmouth Real Estate Investment Corporation Common Stock | 65,00 |
| Qualified Stock Option to Purchase Common Stock | \$ 7.13 |            |   |                      | 06/21/2003 | 06/21/2010 | Monmouth Real Estate Investment Corporation Common Stock | 65,00 |
| Qualified Stock Option to Purchase Common Stock | \$ 6.9  |            |   |                      | 01/22/2004 | 01/22/2011 | Monmouth Real Estate Investment Corporation Common Stock | 65,00 |
| Qualified Stock Option to Purchase Common Stock | \$ 7.89 |            |   |                      | 08/03/2005 | 08/03/2012 | Monmouth Real Estate Investment Corporation Common Stock | 65,00 |
| Qualified Stock Option to Purchase Common Stock | \$ 8.28 |            |   |                      | 08/10/2006 | 08/10/2013 | Monmouth Real Estate Investment Corporation Common Stock | 65,00 |

## 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  
08/02/2007

\*\*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) Shares acquired pursuant to a merger between Monmouth Real Estate Investment Corporation (MREIC) and Monmouth Capital Corporation (MCC). The shares of MCC were converted into 0.655 of a share of MREIC's stock.
- (2) Same as footnote (1) above.
- (3) Same as footnote (1) above.
- (4) Same as footnote (1) above.
- (5) Same as footnote (1) above.
- (6) Same as footnote (1) above.
- (7) Stock option acquired pursuant to a merger between Monmouth Real Estate Investment Corporation (MREIC) and Monmouth Capital Corporation (MCC). The shares of MCC were converted into 0.655 of a share of MREIC' stock.
- (8) Same as footnote (7) above.
- (9) Same as footnote (7) 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.