

LANDY SAMUEL A  
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 SAMUEL A

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 NORTH, STE 3C  
(Street)

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

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

FREEDHOLD, 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		53,257 (1)	A	\$ 0 200,202.794 D
Monmouth Real Estate Investment Corporation	07/31/2007		A		11,966 (2)	A	\$ 0 19,783.043 I Held By Spouse
Monmouth Real Estate Investment Corporation	07/31/2007		A		5,115 (3)	A	\$ 0 40,830.806 I Account is C/F Son Jeremy

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Monmouth Real Estate Investment Corporation	07/31/2007	A	<u>5,282</u> (4)	A	\$ 0	41,030.651	I	Account is C/F Son Harry
Monmouth Real Estate Investment Corporation	07/31/2007	A	<u>5,279</u> (5)	A	\$ 0	28,349.879	I	Account is C/F Son Daniel
Monmouth Real Estate Investment Corporation	07/31/2007	A	<u>24,049</u> (6)	A	\$ 0	25,049	I	Family Ltd. Partnership

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Monmouth Real Estate Investment Corporation	\$ 7.13					06/21/2003      06/21/2010	Monmouth Real Estate Investment Corporation      15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY SAMUEL A 3499 ROUTE 9 NORTH STE 3C		X		

FREEDHOLD, NJ 07728

## Signatures

Rosemarie  
Faccone

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 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) 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.

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.