

MORGENSTERN CYNTHIA J  
 Form 4  
 May 17, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 MORGENSTERN CYNTHIA J

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)  
 05/13/2010

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

FREEHOLD, NJ 07728

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Monmouth Real Estate Investment Corporation	05/13/2010		M		36,200 (1)	A	\$ 7.25
					98,404.873	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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	\$ 7.25					10/20/2009	10/20/2016	Monmouth Real Estate Investment Corporation	13,800
Monmouth Real Estate Investment Corporation	\$ 7.8					03/10/2009	03/10/2016	Monmouth Real Estate Investment Corporation	50,000
Monmouth Real Estate Investment Corporation	\$ 8.05					01/22/2008	01/22/2015	Monmouth Real Estate Investment Corporation	6,550
Monmouth Real Estate Investment Corporation	\$ 8.7					09/21/2006	09/21/2013	Monmouth Real Estate Investment Corporation	6,550
Monmouth Real Estate Investment Corporation	\$ 8.04					09/12/2007	09/12/2014	Monmouth Real Estate Investment Corporation	50,000
Monmouth Real Estate Investment Corporation	\$ 8.28					08/10/2006	08/10/2013	Monmouth Real Estate Investment Corporation	50,000
Monmouth Real Estate Investment Corporation	\$ 7.41					05/21/2005	05/21/2012	Monmouth Real Estate Investment Corporation	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGENSTERN CYNTHIA J 3499 ROUTE 9 N STE 3-C FREEHOLD, NJ 07728	X		Executive Vice President	

## Signatures

Susan M. Jordan                      05/17/2010

\_\_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) Partial exercise of stock option.

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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