

MORGENSTERN CYNTHIA J

Form 4

September 16, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 [mnrt]a

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)
09/15/2008

☐ 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 Indirect Beneficial Ownership (Instr. 4)
Monmouth Real Estate Investment Corporation			Code	V Amount (D) Price	61,734.327 (1)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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	\$ 7.8					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
	X		Executive Vice President	

MORGENSTERN CYNTHIA J
3499 ROUTE 9 N STE 3-C
FREEHOLD, NJ 07728

Signatures

Susan M. Jordan 09/16/2008

____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) Total holdings include 401K (as of 7/8/08) of 1,681.184 shares.

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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