

MONMOUTH REAL ESTATE INVESTMENT CORP
 Form 5
 March 07, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MONMOUTH CAPITAL CORP

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

3499 ROUTE 9 N, SUITE 3-C, JUNIPER BUSINESS PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

FREEHOLD, NJ 07728

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) | Amount (A) or Price (D) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|-------------------------|--|--|-----------------------------------|
| Monmouth Real Estate Investment Corporation | 02/27/2006 | ^ | P5 | 3,200 (1) | A \$ 8.36 | 13,200 | D | ^ |
| Monmouth Real Estate Investment | 02/27/2006 | ^ | P5 | 400 | A \$ 8.35 | 13,600 | D | ^ |

Edgar Filing: MONMOUTH REAL ESTATE INVESTMENT CORP - Form 5

| | | | | | | | | | | |
|---|------------|---|----|-------|---|---------|--------|---|---|--|
| Corporation | | | | | | | | | | |
| Monmouth Real Estate Investment Corporation | 02/28/2006 | Â | P5 | 3,900 | A | \$ 8.4 | 17,500 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/01/2006 | Â | P5 | 1,419 | A | \$ 8.4 | 18,919 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/01/2006 | Â | P5 | 1,250 | A | \$ 8.37 | 20,169 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/01/2006 | Â | P5 | 1,250 | A | \$ 8.39 | 21,419 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/01/2006 | Â | P5 | 283 | A | \$ 8.36 | 21,702 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/02/2006 | Â | P5 | 3,298 | A | \$ 8.37 | 25,000 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/02/2006 | Â | P5 | 2,419 | A | \$ 8.39 | 27,419 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/02/2006 | Â | P5 | 300 | A | \$ 8.38 | 27,719 | D | Â | |
| Monmouth Real Estate Investment Corporation | 03/02/2006 | Â | P5 | 281 | A | \$ 8.36 | 28,000 | D | Â | |

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.

SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. of |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

Edgar Filing: MONMOUTH REAL ESTATE INVESTMENT CORP - Form 5

| | | | | | | | | |
|------------------------|---|-------------------------|--------------------|---|---------------------|--|------------------------|--|
| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | D S B O E I F (I |
| | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------|
| | Director | 10% Owner | Officer | Other |
| MONMOUTH CAPITAL CORP 3499 ROUTE 9 N, SUITE 3-C JUNIPER BUSINESS PLAZA FREEHOLD, NJ 07728 | ^ | ^ | ^ | Affiliate |

Signatures

Susan M. Jordan 03/07/2007

 **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) Forms 4 are filed for cross holdings between Monmouth Capital Corporation and Monmouth Real Estate Investment Corporation under the assumption that they may be affiliates.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.