

MONMOUTH REAL ESTATE INVESTMENT CORP  
Form 8-K  
April 21, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 20, 2009

**MONMOUTH REAL ESTATE INVESTMENT CORPORATION**

(Exact name of Registrant as specified in its charter)

**MARYLAND**                      **001-33177**                      **22-1897375**

(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)              File Number)              Identification Number)

**3499 Route 9N, Suite 3C, Freehold, NJ 07728**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9996

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 142-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

On April 20, 2009, Monmouth Real Estate Investment Corporation (the Company) issued a press release updating the number of common shares outstanding.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99

Press Release dated April 20, 2009.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

/s/ Anna T. Chew

ANNA T. CHEW

Chief Financial Officer

Date April 21, 2009

