

MONMOUTH REAL ESTATE INVESTMENT CORP  
Form 8-A12B  
December 01, 2006

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

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Monmouth Real Estate Investment Corporation**  
(Exact name of registrant as specified in its charter)

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**Maryland**  
(State of incorporation or organization)

**22-1897375**  
(I.R.S. Employer Identification No.)

**Juniper Business Plaza, Suite 3-C**  
**3499 Route 9 North**  
**Freehold, New Jersey**  
(Address of principal executive offices)

**07728**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**  
7.625% Series A Cumulative Redeemable  
Preferred Stock, \$0.01 par value per share

**Name of each exchange on which  
each class is to be registered**  
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box.  O

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Securities Act registration statement file number to which this form relates: 333-136896

Securities to be registered pursuant to Section 12(g) of the Act: Not Applicable

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the 7.625% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of Monmouth Real Estate Investment Corporation (the Registrant) to be registered hereby is included under the section entitled "Description of Preferred Stock" in the prospectus dated September 20, 2006 included in the Registrant's Registration Statement on form S-3/A (No. 333-136896) (the Base Prospectus) and in the section entitled "Description of Series A Preferred Stock" in the prospectus supplement thereto dated November 30, 2006 that was filed by the Registrant with the Securities and Exchange Commission pursuant to rule 424(b) under the Securities Act of 1933, as amended (the Prospectus Supplement) and, together with the Base Prospectus, the Prospectus), which Prospectus shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are being incorporated by reference into this Form 8-A Registration Statement filed with the Securities and Exchange Commission:

3.1 Articles of Incorporation of the Registrant (filed as Exhibit 3 to the Registrant's Form 8-K filed on April 25, 2006 and incorporated herein by reference).

3.2 Bylaws of the Registrant (filed as Appendix B to the Registrant's 2002 Definitive Proxy Statement (Registration No. 000-04258) filed on April 7, 2003 and incorporated herein by reference), and an amendment to the Bylaws of the Registrant attached hereto.

3.3 Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.625% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, dated December 1, 2006.

4.1 Specimen certificate representing the 7.625% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share, of the Registrant.

2

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**MONMOUTH REAL ESTATE INVESTMENT CORPORATION**

Date: November 30, 2006

By: /s/ Anna T. Chew  
Name: Anna T. Chew  
Title: Chief Financial Officer

3

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