

MONMOUTH REAL ESTATE INVESTMENT CORP  
Form 8-A12B  
May 31, 2012

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

**FORM 8-A**

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

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

Maryland  
(State of incorporation or organization)

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

**Juniper Business Plaza  
3499 Route 9 North**

**Suite 3C Freehold, New Jersey**  
(Address of principal executive offices)

**07728**  
(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share	New York Stock Exchange
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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.

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.

Securities Act registration statement file number to which this form relates: 333-181172

Securities to be registered pursuant to Section 12(g) of the Act:  
None

**INFORMATION REQUIRED  
IN REGISTRATION  
STATEMENT**

**Item 1.**

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

Monmouth Real Estate Investment Corporation (the "Registrant") hereby incorporates the description of its Series B Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the "Series B Preferred Stock"), to be registered hereunder set forth under the captions "Description of the Series B Preferred Stock," "Description of Stock" and "Certain Provisions of the Maryland General Corporation Law and of Our Charter and Bylaws" in the Registrant's prospectus forming a part of its Registration Statement on Form S-11 (Registration No. 333-181172), originally filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on May 4, 2012 as thereafter amended and supplemented. The Series B Preferred Stock is expected to be listed on the New York Stock Exchange.

**Item 2. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3, filed on September 1, 2009 (File No. 333-161668) and incorporated herein by reference).
3.2	Articles Supplementary, dated December 1, 2006 (incorporated by reference to Exhibit 3.3 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006).
3.3	Articles Supplementary, dated October 12, 2010 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on

October 12,  
2010).

3.4 Articles of  
Amendment to  
the Articles of  
Incorporation of  
the Registrant  
(filed as an  
Exhibit to the  
Registrant's  
Current Report  
on Form 8-K,  
filed on January  
27, 2012 and  
incorporated  
herein by  
reference).

3.5 Form of  
Articles  
Supplementary  
designating the  
rights and  
preferences of  
the Series B  
Preferred Stock  
(incorporated by  
reference to  
Exhibit 3.1 filed  
with the  
Registrant's  
Amendment  
No. 1 to the  
Registration  
Statement on  
Form S-11  
(Registration  
No.  
333-181172) on  
May 29, 2012).

3.6 Bylaws of the  
Registrant, as  
amended (filed  
as Exhibit 3.2 to  
the Registrant's  
Registration  
Statement on  
Form S-3, filed  
on September 1,

2009 (File No.  
333-161668)  
and  
incorporated  
herein by  
reference).

4.1 Specimen  
certificate of  
common stock  
of Monmouth  
Real Estate  
Investment  
Corporation  
(incorporated by  
reference to  
Exhibit 4.1 to  
the Form S-3  
filed by the  
Registrant with  
the Securities  
and Exchange  
Commission on  
September 1,  
2009).

4.2 Specimen  
certificate  
representing the  
Series A  
Preferred Stock  
of Monmouth  
Real Estate  
Investment  
Corporation.  
(incorporated by  
reference to  
Exhibit 4.1 to  
the Form  
8-A12B filed by  
the Registrant  
with the  
Securities and  
Exchange  
Commission on  
December 1,  
2006).

4.3 Form of  
certificate for  
the Series B

Preferred Stock  
(incorporated by  
reference to  
Exhibit 4.3 filed  
with the  
Registrant's  
Amendment  
No. 1 to the  
Registration  
Statement on  
Form S-11  
(Registration  
No.  
333-181172) on  
May 29, 2012).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) MONMOUTH  
REAL ESTATE  
INVESTMENT  
CORPORATION  
Date May 30, 2012

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



## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
<u>Number</u>	

- |     |  |
|-----|--|
| 3.1 | Articles of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3, filed on September 1, 2009 (File No. 333-161668) and incorporated herein by reference).  |
| 3.2 | Articles Supplementary, dated December 1, 2006 (incorporated by reference to Exhibit 3.3 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006).  |
| 3.3 | Articles Supplementary, dated October 12, 2010 (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Registrant with the Securities and Exchange Commission on October 12, 2010).   |
| 3.4 | Articles of Amendment to the Articles of Incorporation of the Registrant (filed as an Exhibit to the Registrant's Current Report on Form 8-K, filed on January 27, 2012 and incorporated herein by reference).   |
| 3.5 | Form of Articles Supplementary designating the rights and preferences of the Series B Preferred Stock (incorporated by reference to Exhibit 3.1 filed with the Registrant's Amendment No. 1 to the Registration Statement on Form S-11 (Registration No. 333-181172) on May 29, 2012). |
| 3.6 | Bylaws of the Registrant, as amended (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-3, filed on September 1, 2009 (File No. 333-161668) and incorporated herein by reference).   |
| 4.1 | Specimen certificate of common stock of Monmouth Real Estate Investment Corporation (incorporated by reference to Exhibit 4.1 to the Form S-3 filed by the Registrant with the Securities and Exchange Commission on September 1, 2009).   |
| 4.2 | Specimen certificate representing the Series A Preferred Stock of Monmouth Real Estate Investment Corporation. (incorporated by reference to Exhibit 4.1 to the Form 8-A12B filed by the Registrant with the Securities and Exchange Commission on December 1, 2006).                  |
| 4.3 | Form of certificate for the Series B Preferred Stock (incorporated by reference to Exhibit 4.3 filed with the Registrant's Amendment No. 1 to the Registration Statement on Form S-11 (Registration No. 333-181172) on May 29, 2012).  |