

UMH PROPERTIES, INC.
Form 4
December 16, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANDY MICHAEL P

(Last) (First) (Middle)

3499 ROUTE 9 N STE 3-C

(Street)

FREEHOLD, NJ 07728

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UMH PROPERTIES, INC. [umh]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Investments

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| UMH Properties, Inc. | | | | (A) or (D) | 130,476.887 ⁽¹⁾ | D | |
| UMH Properties, Inc. | | | | (A) or (D) | 7,501.281 ⁽²⁾ | I | Held By Spouse |
| Monmouth Real Estate Investment Corporation | | | | (A) or (D) | 25,016.248 ⁽³⁾ | I | Account is C/F Daughter, Monica |
| | | | | (A) or (D) | 6,555.721 ⁽⁴⁾ | I | |

Monmouth
Real Estate
Investment
Corporation

Account is
C/F Son,
Aaron

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| UMH Properties, Inc. | \$ 7.55 | | | | | 09/25/2009 09/25/2016 | UMH Properties, Inc. | 5,000 |
| UMH Properties, Inc. | \$ 14.21 | | | | | 07/16/2008 07/16/2015 | UMH Properties, Inc. | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANDY MICHAEL P 3499 ROUTE 9 N STE 3-C FREEHOLD, NJ 07728 | | | Vice President - Investments | |

Signatures

Susan M. Jordan 12/16/2008

**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) Includes 152.626 shares acquired through dividend reinvestment and 3,398.686 shares held in 401K Plan as of 7/8/08.

(2) Includes 227.696 shares acquired through dividend reinvestment.

(3) Includes 637.93 shares acquired through dividend reinvestment.

(4) Includes 198.993 shares acquired through dividend reinvestment.

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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