

UMH PROPERTIES, INC.
Form 4
March 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 SAMUEL A

(Last) (First) (Middle)

3499 ROUTE 9 NORTH, STE 3C

(Street)

FREEDHOLD, 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)
03/17/2008

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)
President

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) | 216,607.065 | D | |
| UMH Properties, Inc. | | | | (A) or (D) | 31,198.845 ⁽¹⁾ | D | |
| UMH Properties, Inc. | | | | (A) or (D) | 27,439.677 ⁽²⁾ | I | Account is C/F Son Jeremy |
| UMH Properties, | | | | (A) or (D) | 7,547.222 ⁽³⁾ | I | Account is C/F Son |

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| | | | | | | |
|----------------------|--|--|--|--------------------------|---|---------------------------|
| Inc. | | | | | | Harry |
| UMH Properties, Inc. | | | | 3,265.152 ⁽⁴⁾ | I | Account is C/F Son Daniel |
| UMH Properties, Inc. | | | | 6,220.64 | I | Family Ltd. Partnership |

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 1474
(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) | 8. Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| UMH Properties, Inc. | \$ 12.97 | | | | | 01/08/2009 | 01/08/2016 | UMH Properties, Inc. | 7,700 |
| UMH Properties, Inc. | \$ 11.79 | | | | | 01/08/2009 | 01/08/2016 | UMH Properties, Inc. | 42,300 |
| UMH Properties, Inc. | \$ 17.06 | | | | | 01/03/2008 | 01/03/2015 | UMH Properties, Inc. | 5,800 |
| UMH Properties, Inc. | \$ 15.51 | | | | | 01/03/2008 | 01/03/2015 | UMH Properties, Inc. | 44,200 |
| UMH Properties, Inc. | \$ 17.21 | | | | | 01/09/2007 | 01/09/2014 | UMH Properties, Inc. | 5,800 |
| | \$ 15.62 | | | | | 01/09/2007 | 01/09/2014 | | 44,200 |

| | | | | | | |
|----------------------------|----------|------------|------------|--|----------------------------|--------|
| UMH Properties, Inc. | | | | | UMH Properties, Inc. | |
| UMH Properties, Inc. | \$ 17.19 | 02/01/2006 | 02/01/2013 | | UMH Properties, Inc. | 6,400 |
| UMH Properties, Inc. | \$ 15.62 | 02/01/2006 | 02/01/2013 | | UMH Properties, Inc. | 43,600 |
| UMH Properties, Inc. | \$ 18.62 | 01/16/2005 | 01/16/2012 | | UMH Properties, Inc. | 25,000 |
| UMH Properties, Inc. | \$ 16.92 | 08/18/2004 | 08/18/2011 | | UMH Properties, Inc. | 25,000 |
| UMH Properties, Inc. | \$ 12.95 | 01/04/2003 | 01/04/2010 | | UMH Properties, Inc. | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LANDY SAMUEL A 3499 ROUTE 9 NORTH STE 3C FREEDHOLD, NJ 07728 | X | | President | |

Signatures

| | |
|----------------------------------------------|------------|
| Susan M. Jordan | 03/18/2008 |
| <u> </u> 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 334.596 shares acquired through dividend reinvestment.
- (2) Includes 685.992 shares acquired through dividend reinvestment.
- (3) Includes 188.68 shares acquired through dividend reinvestment.
- (4) Includes 81.629 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. 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.