

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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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)
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)
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)	216,981.042 <u>(1)</u>	D	
UMH Properties, Inc.				(A) or (D)	32,241.948 <u>(2)</u>	D	
UMH Properties, Inc.				(A) or (D)	27,812.738 <u>(3)</u>	I	Account is C/F Son Jeremy
UMH Properties,				(A) or (D)	8,135.433 <u>(4)</u>	I	Account is C/F Son

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Inc.						Harry
UMH Properties, Inc.				3,519.63 ⁽⁵⁾	I	Account is C/F Son Daniel
Sam Landy Family Ltd Partnership				6,220.64	I	Family Ltd Partnership

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)	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 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 13,293.390 shares held in teh 401K Plan as of 7/8/08.
- (2) Includes 437.918 shares acquired through dividend reinvestment.
- (3) Includes 156.619 shares acquired through dividend reinvestment.
- (4) Includes 246.944 shares acquired through dividend reinvestment.
- (5) Includes 106.835 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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