

UMH PROPERTIES, INC.  
Form 8-K  
January 22, 2008

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 16, 2008**

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**UMH Properties, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland                      001-12690                      22-1890929**

(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)    File Number)                      Identification No.)

**Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ 07728**

(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (732) 577-9997**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03**

**Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 16, 2008, the Board of Directors of UMH Properties, Inc. (the "Company") amended and restated the Company's Bylaws to amend the provisions governing stock certificates to enable the Board of Directors to issue uncertificated shares. A copy of the Bylaws is attached hereto as Exhibit 3.1 and incorporated herein by reference. The foregoing description of the Bylaws is qualified in its entirety by reference to the full text thereof.

**Item 9.01**

**Exhibits**

Exhibit	Description
3.1	Amended and Restated Bylaws

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UMH PROPERTIES, INC.**

Date: January 21, 2008

By: /s/ Anna T. Chew

Name:

Anna T. Chew

Title:

Vice President and Chief Financial Officer