## Edgar Filing: INTERGROUP CORP - Form 4

INTERGROU Form 4 March 18, 20										
FORM	Л	D STATES	S SECUR	ITIES AI	ND EXC	HAL	NGE	COMMISSION		PPROVAL
Check this		_ ~		hington,					Number:	3235-0287 January 31,
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	burden hou	Expires: 2005 Estimated average burden hours per			
Form 4 or Form 5 obligation may conti <i>See</i> Instruct 1(b).	Filed p s Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, of 1935 or Sectio 40	response	0.5
(Print or Type R	esponses)									
1. Name and Ac WINFIELD	ldress of Reportin JOHN V	ng Person <u>*</u>	Symbol	Name and BROUP C			g	5. Relationship of Issuer		
(Last) THE INTER CORPORAT WILSHIRE		(Middle) TE 2150	3. Date of (Month/Da 03/16/20	-	insaction	-		_X_ Director _X_ Officer (give below)	ek all applicable $ \begin{array}{c} \underline{X} \\ \underline{X} \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0 \\ 0$	% Owner er (specify
	(Street)			ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by	One Reporting Po	erson
LOS ANGEI	LES, CA 9002	24						Form filed by M Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any			Disposed (Instr. 3,	(A) o of (D 4 and (A) or	) 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)	
Common Stock				Code V	Amount	(D)	Price		D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 10.3	03/16/2010		A	100,000 ( <u>1)</u>	(2)	03/15/2020	Common Stock	100,00
Restricted Stock Units	<u>(3)</u>					(4)	(4)	Common Stock	30,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WINFIELD JOHN V THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150 LOS ANGELES, CA 90024	Х	Х	President and Chairman			
Signatures						
/s/ Michael G. Zybala. Attorney-in-Fact	03/18/2010					
**Signature of Reporting Person	Date					
Evelopetion of Deenene						

## 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) Grant of stock options pursuant to The InterGroup Corporation 2010 Omnibus Employee Incentive Plan.

Stock options have time and performance vesting requirements, both of which have to be met for options to be fully vested and

- exercisable. Under the time vesting requirements, 20,000 options will vest each year on the aniversary of the date of grant for the next five years. Under the performance vesting requirements, options will vest in increments of 20,000 upon each increase of \$2.00 or more in the fair market value of the Company's Common Stock above the exercise price.
- (3) Each Restricted Stock Unit represents the right to receive, following vesting, one share of Common Stock of The InterGroup Corporation
- (4) Restricted Stock Units vest as follows; September 10, 2010 15,000 shares; September 10, 2011 15,000 shares. As Restricted Stock Units vest, they are converted to shares of Common Stock on a one-for-one basis on the vesting date.

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.