

EASTGROUP PROPERTIES INC
 Form 4
 June 02, 2006

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 *
 BAILEY H C JR

2. Issuer Name and Ticker or Trading Symbol
 EASTGROUP PROPERTIES INC [EGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 162 E. AMITE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

JACKSON, MS 39201

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 05/31/2006 | | A | 567 | A | Ⓣ | 6,943 | D | |
| Common Stock | | | | | | | 5,248 | I | Note ⁽²⁾ |
| Common Stock | | | | | | | 3,736 | I | Note ⁽³⁾ |
| Common Stock | | | | | | | 2,116 | I | Note ⁽⁴⁾ |
| Common Stock | | | | | | | 2,116 | I | Note ⁽⁵⁾ |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 19.375 | | | | | 06/05/1997 | 06/04/2007 | Common Stock | 2,250 |
| Stock Options | \$ 20.625 | | | | | 06/04/1998 | 06/03/2008 | Common Stock | 2,250 |
| Stock Options | \$ 20.25 | | | | | 06/02/1999 | 06/01/2009 | Common Stock | 2,250 |
| Stock Options | \$ 21.75 | | | | | 06/01/2000 | 05/31/2010 | Common Stock | 2,250 |
| Stock Options | \$ 21.4 | | | | | 06/04/2001 | 06/03/2011 | Common Stock | 2,250 |
| Stock Options | \$ 24.02 | | | | | 05/29/2002 | 05/28/2012 | Common Stock | 2,250 |
| Stock Options | \$ 26.6 | | | | | 05/29/2003 | 05/28/2013 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAILEY H C JR 162 E. AMITE STREET JACKSON, MS 39201 | X | | | |

Signatures

Michael C. Donlon, Attorney-in-Fact for H. C.
Bailey, Jr.

06/02/2006

__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) Annual award of shares pursuant to the 2005 Directors Equity Incentive Plan, as amended.
- (2) Owned by a company of which the reporting person is Chairman and President.
- (3) Owned by a limited partnership of which the reporting person is a limited partner.
- (4) Owned by a limited partnership of which the reporting person is President.
- (5) Owned by a limited partnership of which the reporting person is Vice President.

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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