INTERGROUP CORP

Form 4 October 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JACOBS GARY N

2. Issuer Name and Ticker or Trading Symbol

INTERGROUP CORP [INTG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Secretary

below)

Issuer

below)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2011

X_ Director X_ Officer (give title

10% Owner Other (specify

THE INTERGROUP CORPORATION, 10940

(Street)

(State)

WILSHIRE BLVD., SUITE 2150

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Zip)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90024

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

Price Code V Amount (D)

Common 10/01/2011 Stock

M 736

(A)

12,966

Jacobs Family

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)

Trust

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 or Number of Shares
Restricted Stock Units	\$ 0 (2)	10/01/2011		M	736	10/01/2011(3)	(3)	Common Stock	736

De

Reporting Owners

Reporting Owner Name / Address	Relationships				
, F	Director	10% Owner	Officer	Other	
JACOBS GARY N THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150 LOS ANGELES, CA 90024	X		Secretary		
Claus atuma a					

Signatures

/s/ Michael G. Zybala, Attorney-in-Fact

**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) Common Stock acquired upon vesting of Restricted Stock Units ("RSUs") pursuant to The InterGroup Corporation 2008 Restricted Stock Unit Plan.
- (2) Each RSU represents the right to receive, following vesting, one share of Commmon Stock of The Intergroup Corporation.
- (3) RSUs issued on June 30, 2011, vest as follows: 736 RSUs vest on October 1, 2011 and 735 RSUs vest on April 1, 2012. As RSUs vest, they are converted to vested 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.

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