#### Edgar Filing: INTERGROUP CORP - Form 5

INTERGROUP CORP

Form 5

August 10, 2012

#### FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WINFIELD JOHN V Symbol INTERGROUP CORP [INTG] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_X\_ Director \_X\_\_ 10% Owner \_X\_\_ Officer (give title Other (specify 06/30/2012 below) below) THE INTERGROUP President & CEO CORPORATION. 10940 WILSHIRE BLVD., SUITE 2150 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LOS ANGELES, Â CAÂ 90024 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â

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

Stock

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.

1,457,522

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SEC 2270 (9-02)

**OMB APPROVAL** 

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. Transaction Code (Instr. 8)	5. Number Derivative Securities Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Employee Stock Options (Right to Buy)	\$ 19.77	02/28/2012	Â	A4 (1)	90,000	Â	(2)	02/27/2022	Common Stock	90,0
Employee Stock Options (Right to Buy)	\$ 10.3	Â	Â	Â	Â	Â	(3)	03/15/2020	Common Stock	100,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
WINFIELD JOHN V							
THE INTERGROUP CORPORATION	ÂΧ	ÂΧ	President	â			
10940 WILSHIRE BLVD., SUITE 2150	АА	АЛ	& CEO	A			
LOS ANGELES, CA 90024							

## **Signatures**

/s/ Michael G. Zybala, Attorney-in-Fact 08/10/2012

\*\*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).
- Grant of stock options pursuant to The InterGroup Corporation 2010 Omnibus Employee Incentive Plan. Although the grant of stock

  (1) options to the Company's President and CEO was timely reported on a Form 8-K, a Form 4 report was inadvertantly not filed at that time on his behalf.
  - Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 18,000 options will vest each year on the aniversary date of the grant for the next five
- (2) years. Under the performance vesting requirements, the options will vest in increments of 18,000 shares upon each increase of \$2.00 or more in the fair market value of the Company's Common Stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter.
- (3) Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 20,000 options will vest each year on the aniversary date of the grant (March 16, 2010) over a period of five years. Under the performance vesting requirements, the options will vest in increments of 20,000 shares upon each

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increase of \$2.00 or more in the fair market value of the Company's common stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter. As of June 30, 2012, the performance vesting requirements for these options had been met.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.