PORTSMOUTH SQUARE INC

Form 4 March 22, 2013

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

INTERGROUP CORP

PORTSMOUTH SQUARE INC

(Check all applicable)

[PRSI]

(Last)

(Middle)

3. Date of Earliest Transaction

Director X 10% Owner _ Other (specify Officer (give title

10940 WILSHIRE BLVD., SUITE

(Street)

(State)

(First)

2150

03/21/2013

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

D

Person

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

LOS ANGELES, CA 90024

(City) 1. Title of 2. Transaction Date 2A. Deemed

(Zip)

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially Owned Following

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

Indirect Beneficial Ownership (Instr. 4)

Reported (A) or

(D)

Price

Transaction(s) (Instr. 3 and 4)

Common Stock

Security

(Instr. 3)

03/21/2013

Code V Amount 3,000 P (1)

\$ 25 600,299 (2)

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

SEC 1474

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other			
INTERGROUP CORP 10940 WILSHIRE BLVD. SUITE 2150 LOS ANGELES, CA 90024		X					
SANTA FE FINANCIAL CORP 10940 WILSHIRE, BLVD. SUITE 2150 LOS ANGELES, CA 90024		X					

Signatures

The InterGroup Corporation by /s/ Michael G. Zybala, Asst. Secretary & General Counsel				
**Signature of Reporting Person	Date			
Santa Fe Financial Corporation by /s/ Michael G. Zybala, VP, Secretary & General Counsel	03/22/2013			
**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) Purchased by Santa Fe Financial Corporation's parent company, The InterGroup Corporation in a private transaction.
- (2) 505,437 shares are owned by Santa Fe Financial Corporation and 94,862 shares are owned by The InterGroup Corporation.

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.

Reporting Owners 2