NANCE WILLIAM JOHN

Form 4

January 08, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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OMB APPROVAL

January 31, 2005

0.5

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obligations may continue. See Instruction

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(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * NANCE WILLIAM JOHN

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

4005 OCEAN FRONT WALK

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

INTERGROUP CORP [INTG]

01/07/2010

(Check all applicable) X_ Director 10% Owner

Officer (give title Other (specify below)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MARINA DEL REY, CA 90292

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

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

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 01/07/2010 Stock

\$0 M 955

41,517

D

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio		6. Date Exercise Expiration Date		7. Title and A Underlying S		8. Pri Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	de Derivative (Month/Day/Year)		(Instr. 3 and 4)		Secur (Instr	
D				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted								~		

M

955 01/07/2010

Common

Stock

955

Reporting Owners

 $\$ 0 \stackrel{(2)}{=}$

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
NANCE WILLIAM JOHN 4005 OCEAN FRONT WALK MARINA DEL REY, CA 90292	X					

01/07/2010

Signatures

Stock

Units

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

01/08/2010

**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 Restricted Stock Unit represents the right to receive, following vesting, one share of Common Stock of The InterGroup Corporation.
- (3) Restricted Stock Units issued on June 30, 2009 vested on January 7, 2010. 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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