INTERGROUP CORP

Form 4

December 30, 2013

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

OMB

Check this box if no longer subject to

3235-0287 Number: January 31,

2005

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 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

Expires:

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WINFIELD JOHN V

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Middle) INTERGROUP CORP [INTG]

(Check all applicable)

3. Date of Earliest Transaction

_X__ Director X 10% Owner X_ Officer (give title Other (specify

President & CEO

THE INTERGROUP CORPORATION, 10940 WILSHIRE BLVD., SUITE 2150

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

12/26/2013

Applicable Line)

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

below)

LOS ANGELES, CA 90024

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned (I) Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

Date Exercisable and **Expiration Date**

7. Title and Amou Underlying Securi

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | /Year) | (Instr. 3 and | 4) |
|---|---|------------|-------------------------|-----------------|---|---------------------|--------------------|-----------------|--------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo Nun Shar |
| Employee Non-qualified Stock Option (Right to Buy) | \$ 18.65 | 12/26/2013 | | A(1) | 133,195 | (2) | 12/26/2023 | Common Stock | 133 |
| Employee Incentive Stock Option (Right to Buy) | \$ 20.52 | 12/26/2013 | | A(1) | 26,805 | (2) | 12/26/2018 | Common Stock | 26 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-----------------|-------|--|--|
| 1 | Director | 10% Owner | Officer | Other | | |
| WINFIELD JOHN V THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150 LOS ANGELES, CA 90024 | X | X | President & CEO | | | |

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) Grant of stock options pursuant to The InterGroup Corporation 2010 Omnibus Employee Incentive Plan.
- (2) Stock options vest in equal 20% increments each year on the anniversary date of the grant for the next five years.

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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