#### NANCE WILLIAM JOHN

Form 4

December 02, 2008

# FORM 4

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

OMB Number:

3235-0287

0.5

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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 * NANCE WILLIAM JOHN			2. Issuer Name and Ticker or Trading Symbol INTERGROUP CORP [INTG]	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)
4005 OCEAN FRONT WALK		ALK	(Month/Day/Year) 11/25/2008	X_ Director 10% Owner Officer (give title below) Other (specify below)
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
MARINA DE	L REY, CA	90292	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 1)	
Common Stock	11/25/2008		S(1)	1,800	D	\$ 10.112	46,224	D	
Common Stock	11/26/2008		S <u>(1)</u>	2,200	D	\$ 10.0396	44,024	D	
Common Stock	11/28/2008		S <u>(1)</u>	1,500	D	\$ 9.997	42,524	D	
Common Stock	12/01/2008		S(1)	400	D	\$ 9.668	42,124	D	
Common Stock	12/01/2008		S(1)	5,000	D	\$ 9.497	37,124	D	

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

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SEC 1474

(9-02)

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

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. Transactic Code (Instr. 8)	5. DenNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>.</b>	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to Purchase Common Stock	(2)					(3)	<u>(4)</u>	Common Stock	32,400	

## **Reporting Owners**

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

## **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) Sale initiated and executed by broker to satisfy margin account requirements.
- (2) Options are exercisable at prices ranging from \$8.00 to \$18.00 per share.
- (3) All options are currently vested and exercisable.

Reporting Owners 2

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(4) Options expire at various dates from December 7, 2008 to June 30, 2015.

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.