INTERGROUP CORP

Form 4

September 13, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

INTERGROUP CORP [INTG]

(Check all applicable)

THE INTERGROUP

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

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

President and CEO

CORPORATION, 10940 WILSHIRE BLVD., SUITE 2150

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

09/10/2011

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

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

LOS ANGELES, CA 90024

(City)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V (D) Amount Common \$0 1,473,581 D

09/10/2011 M 15,000 (1) Stock

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

Persons who respond to the collection of information contained in this form are not

SEC 1474

(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)

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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. Transacti Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Restricted Stock Units	\$ 0 (2)	09/10/2011		M		15,000	09/10/2011(3)	(3)	Common Stock	15,0
Employee Stock Options (Right to Buy)	\$ 10.3						<u>(4)</u>	03/15/2020	Common Stock	100,

Reporting Owners

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

Signatures

/s/ Michael G. Zybala, Attorney-in-Fact 09/13/2011

**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") issued pursuant to The InterGroup Corporation 2008 Restricted Stock Unit Plan.
- (2) Each RSU represents the right to receive, following vesting, one share of Common Stock of The InterGroup Corporation.
- (3) RSUs vested on September 10, 2011. As RSUs vest, they are converted to vested shares of Common Stock on a one-for-one basis on the vesting date.
- Stock options have time and performance vesting requirements, both of which have to be met for options to be fully vested and exercisable. Under the time vesting requirements, 20,000 options will vest each year on the aniversary date of grant (March 16, 2010) over a period of five years. Under the performance vesting requirements, options will vest in increments of 20,000 upon each increase of \$2.00 or more in the fair market value of the Company's Common Stock above the the exercise price.

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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