

COLEMAN JOHN F  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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. Name and Address of Reporting Person \*  
COLEMAN JOHN F

2. Issuer Name and Ticker or Trading Symbol  
EASTGROUP PROPERTIES INC  
[EGP]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

(Last) (First) (Middle)  
400 W. PARKWAY PLACE, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2018

RIDGELAND, MS 39157

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                   |
| Common Stock                    | 03/01/2018                           |                                                    | A                              | 4,639                                                             | A (1)                                                                                         | 129,467                                                  | D                                 |
| Common Stock                    | 03/01/2018                           |                                                    | A                              | 751                                                               | A (2)                                                                                         | 130,218                                                  | D                                 |
| Common Stock                    | 03/01/2018                           |                                                    | F                              | 719                                                               | D (3)                                                                                         | \$ 80.93 129,499 (4)                                     | D                                 |

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)

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**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                          |       |
|----------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                  | Other |
| COLEMAN JOHN F<br>400 W. PARKWAY PLACE<br>SUITE 100<br>RIDGELAND, MS 39157 |               |           | Executive Vice President |       |

## Signatures

Michael C. Donlon, Attorney-in-Fact for John F. Coleman  
 Signature: \_\_\_\_\_ Date: 03/05/2018

## 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) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2017 annual incentive plan. These restricted shares were awarded pursuant to the Company's 2013 Equity Incentive Plan, as amended, and vest one-fifth on the performance goal certification date (March 1, 2018) and one-fifth on each of January 1, 2019, 2020, 2021 and 2022.
  - (2) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2017 transitional long-term incentive plan. These restricted shares were awarded pursuant to the Company's 2013 Equity Incentive Plan, as amended, and vest one-fourth on the performance goal certification date (March 1, 2018) and one-fourth on each of January 1, 2019, 2020 and 2021.
  - (3) On March 1, 2018, 1,918 restricted shares vested and the Reporting Person instructed the Company to withhold 719 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan, as amended.
  - (4) As of the date hereof, the Reporting Person's direct beneficial ownership includes 25,497 restricted shares granted under the Company's 2013 Equity Incentive Plan, as amended, and the Company's 2004 Equity Incentive Plan, as amended, that have not yet vested. Does not

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include any restricted shares granted as long-term incentive awards that are subject to continuing performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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