

NANCE WILLIAM JOHN  
Form 4  
July 03, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
NANCE WILLIAM JOHN

2. Issuer Name and Ticker or Trading Symbol  
INTERGROUP CORP [INTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4005 OCEAN FRONT WALK  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2012

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

MARINA DEL REY, CA 90292  
  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 07/01/2012                           |  | A                              |   | 882   | A  | \$ 0<br>(1)                       |
|                                 |                                      |  |                                |   | 46,573  | D  |                                   |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |  |
|---|---|---|---|---|---|--|--|---------------------|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 0  | 06/30/2012                              |   | A                                       |   | (2)  | 1,649  | (3)                 | (3)                | Common<br>Stock | 1,64                                   |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 11.23  | 06/30/2012                              |   | D                                       |   | (4)  | 3,000  | 07/01/2002          | 06/30/2012         | Common<br>Stock | 3,00                                   |

## Reporting Owners

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

## Signatures

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

07/03/2012

        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) Stock grant pursuant to The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors.
- (2) Award of Restricted Stock Units ("RSUs") issued pursuant to The InterGroup Corporation 2008 Restricted Stock Unit Plan.
- (3) 825 RSUs vest on October 1, 2012 and 824 RSUs vest on April 1, 2013. As RSUs vest, they are converted to shares of Common Stock on a one-for-one basis on the vesting date.
- (4) Stock options surrendered to The InterGroup Corporation in exchange for 1,649 RSUs.

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.