

INTERGROUP CORP

Form 4

July 02, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JACOBS GARY N**

(Last) (First) (Middle)

**THE INTERGROUP  
CORPORATION, 10940  
WILSHIRE BLVD., SUITE 2150**

(Street)

**LOS ANGELES, CA 90024**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/30/2013**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 07/01/2013                              |                                                             | A <sup>(1)</sup>                        |                                                                            | 1,048                                                                                                              | A                                                                    | \$ 0<br>(1)                                                       |
|                                       |                                         |                                                             |                                         |                                                                            | 17,280                                                                                                             | I                                                                    | Jacobs<br>Family<br>Trust                                         |

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  
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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                                                                  | 06/30/2013                              |                                                             | A <sup>(2)</sup>                        |                                                                                                           | 1,639                                                          |     | <u>(3)</u>                                                       | <u>(3)</u>         | Common<br>Stock | 1,639                                  |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$ 9.52                                                               | 06/30/2013                              |                                                             | D <sup>(4)</sup>                        |                                                                                                           | 3,000                                                          |     | 07/01/2003                                                       | 06/30/2013         | Common<br>Stock | 3,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |           |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                                          | Director      | 10% Owner | Officer   | Other |
| JACOBS GARY N<br>THE INTERGROUP CORPORATION<br>10940 WILSHIRE BLVD., SUITE 2150<br>LOS ANGELES, CA 90024 | X             |           | Secretary |       |

## 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) 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) 820 RSUs vest on October 1, 2013 and 819 vest on April 1, 2014. 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 1,639 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.