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EASTGROUP PROPERTIES INC

Form 4

January 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

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may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WOOD BRENT | | | 2. Issuer Name and Ticker or Trading Symbol EASTGROUP PROPERTIES INC [EGP] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---------------------------------|-------------------------------------|---|----------|-------|---------------------------------------|---|---------------------|--|--|-----------------------|--|
| (Last) 190 EAST C STREET, S | | Earliest Transaction Pay/Year) 016 | | | | | Director 10% Owner Selicitive title Other (specify below) Senior Vice President | | | | | |
| | | | | nth/Day/ | Year) | | | iting A agg | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | action Date 2A. Deemed | | | | 4. Securi n(A) or Di (Instr. 3, | ties A | cquired d of (D) | 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 Indirect | |
| Common Stock | 12/15/2015 | | | G | V | 200 | D | (1) | 104,841 | D | | |
| Common Stock | 01/10/2016 | | | F | | 383 | D | \$ 53.01 (2) | 104,458 (3) | 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)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|-----------------|-------------|-----------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration Date | | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | Title Nur of | Number | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

WOOD BRENT 190 EAST CAPITOL STREET SUITE 400 JACKSON, MS 39201

Senior Vice President

Signatures

Michael C. Donlon, Attorney-in-Fact for Brent W. Wood

01/12/2016

**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) Bona fide gift of securities.
- On January 10, 2016, 1,400 restricted shares vested and the Reporting Person instructed the Company to withhold 383 shares to cover tax **(2)** withholding obligations as permitted under the Company's 2004 Equity Incentive Plan, as amended.
- As of the date hereof, the Reporting Person's direct beneficial ownership includes 28,462 restricted shares granted under the Company's 2013 Equity Incentive Plan and the Company's 2004 Equity Incentive Plan, as amended, that have not yet vested.

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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