INTERGROUP CORP
Form 5
August 10, 2012

FORM 5

OMB APPROVAL

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

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

(Street)

LOS ANGELES,Â CAÂ 90024

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
__X__ Officer (give title below)
President & CEO
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	1,457,522	D	Â

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

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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 Underlying Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Options (Right to Buy)	$ 19.77	02/28/2012	Â	A4 (1)	90,000	Â	Â (2)	02/27/2022	Common Stock	90,0
Employee Stock Options (Right to Buy)	$ 10.3	Â	Â	Â	Â	Â	Â (3)	03/15/2020	Common Stock	100,0

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,Â CAÂ 90024	Â X	Â X	Â President & CEO	Â

Signatures

/s/ Michael G. Zybala, Attorney-in-Fact	08/10/2012
**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) Grant of stock options pursuant to The InterGroup Corporation 2010 Omnibus Employee Incentive Plan. Although the grant of stock options to the Company's President and CEO was timely reported on a Form 8-K, a Form 4 report was inadvertantly not filed at that time on his behalf.

(2) Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 18,000 options will vest each year on the aniversary date of the grant for the next five years. Under the performance vesting requirements, the options will vest in increments of 18,000 shares upon each increase of $2.00 or more in the fair market value of the Company's Common Stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter.

(3) Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 20,000 options will vest each year on the aniversary date of the grant (March 16, 2010) over a period of five years. Under the performance vesting requirements, the options will vest in increments of 20,000 shares upon each

increase of $2.00 or more in the fair market value of the Company's common stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter. As of June 30, 2012, the performance vesting requirements for these options had been met.

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