

GOODWIN DANIEL L
 Form 4/A
 May 01, 2009

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 *
 GOODWIN DANIEL L

2. Issuer Name and Ticker or Trading Symbol
 INLAND REAL ESTATE CORP [IRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2901 BUTTERFIELD RD

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/08/2008

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

(Street)

OAK BROOK, IL 60523

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK ⁽¹⁾	08/07/2008		P	6,500 A \$ 14.6085	9,126,719 ⁽²⁾	D ⁽²⁾	

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 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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN DANIEL L 2901 BUTTERFIELD RD OAK BROOK, IL 60523	X	X		
Inland Investment Stock Holding Co 2901 BUTTERFIELD RD OAK BROOK, IL 60523		X		

Signatures

DANIEL L. GOODWIN /S/ DANIEL L. GOODWIN	04/30/2009
**Signature of Reporting Person	Date
INLAND INVESTMENT STOCK HOLDING COMPANY /S/ ROBERTA S. MATLIN, SENIOR VICE PRESIDENT	04/30/2009
**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) This line item is being reported again solely to gain access to the electronic filing system. This Form 4 is being amended solely to clarify that Inland Investment Stock Holding Company ("IISHC") should be deemed a joint reporter with Mr. Goodwin on all Form 4s filed or amended by Mr. Goodwin after August 7, 2008. The information set forth herein should be deemed incorporated into all Form 4s filed or amended by Mr. Goodwin after August 7, 2008.
- (2) Total includes 6,632,469 shares of common stock ("Shares") owned directly by IISHC. Since August 7, 2008, when IISHC became the owner of 10% of the Shares, IISHC has only acquired Shares through the Distribution Reinvestment Plan. Because Mr. Goodwin is the controlling shareholder of The Inland Group, Inc., which is the ultimate parent of IISHC, Mr. Goodwin "beneficially owns," for Schedule 13(d) purposes, the Shares owned directly by IISHC. Mr. Goodwin's Form 4s, filed or amended after August 7, 2008, reflect all transactions in Shares engaged in by IISHC.

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.