

EASTGROUP PROPERTIES INC

Form 4

March 04, 2016

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLEMAN JOHN F

2. Issuer Name **and** Ticker or Trading
Symbol
EASTGROUP PROPERTIES INC
[EGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
190 EAST CAPITOL
STREET, SUITE 400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2016

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior Vice President

JACKSON, MS 39201

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

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

(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 Ownership (Instr. 4)
Common Stock	03/02/2016		A	3,934	A (1) 124,828	D	
Common Stock	03/02/2016		F	191	D \$ 56.05 (2) 124,637	D	
Common Stock	03/02/2016		A	2,737	A (3) 127,374	D	
Common Stock	03/02/2016		F	167	D \$ 56.05 (4) 127,207 (5)	D	

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLEMAN JOHN F 190 EAST CAPITOL STREET SUITE 400 JACKSON, MS 39201	Senior Vice President

Signatures

Michael C. Donlon, Attorney-in-Fact for John F. Coleman
03/04/2016

**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) Award of restricted shares as 2015 annual long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vest one-fifth on the date of grant and one-fifth on each of January 1, 2017, 2018, 2019 and 2020.
- (2) On March 2, 2016, 787 restricted shares vested and the Reporting Person instructed the Company to withhold 191 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.
- (3) Award of restricted shares as 2015 multi-year long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vest one-fourth on the date of grant and one-fourth on each of January 1, 2017, 2018 and 2019.
- (4)

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On March 2, 2016, 685 restricted shares vested and the Reporting Person instructed the Company to withhold 167 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.

- (5) As of the date hereof, the Reporting Person's direct beneficial ownership includes 33,722 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.

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