

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOSTER DAVID H II

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
☐ Officer (give title below) ☐ Other (specify below)

JACKSON, MS 39201

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 03/02/2016 | | A | 12,446 | A <u>(1)</u> 229,887 | D | |
| Common Stock | 03/02/2016 | | F | 5,222 | D \$ 56.05 <u>(2)</u> 224,665 | D | |
| Common Stock | 03/02/2016 | | A | 8,658 | A <u>(3)</u> 233,323 | D | |
| Common Stock | 03/02/2016 | | F | 3,632 | D \$ 56.05 <u>(4)</u> 229,691 | D | |

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| | | | |
|-----------------|--------|---|-----------------------------------|
| Common Stock | 50,000 | I | By Family Trust ⁽⁵⁾ |
| Common Stock | 2,430 | I | Spouse ⁽⁶⁾ |
| Common Stock | 750 | I | By IRA |

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)

| 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 Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| HOSTER DAVID H II 190 EAST CAPITOL STREET SUITE 400 JACKSON, MS 39201 | X |

Signatures

Michael C. Donlon, Attorney-in-Fact for David H.
Hoster II

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 shares as 2015 annual long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan.
- (2) In connection with the award of shares as 2015 long-term incentive compensation, the Reporting Person instructed the Company to withhold 5,222 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.
- (3) Award of shares as 2015 multi-year long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan.
- (4) In connection with the award of shares as 2015 multi-year long-term incentive compensation the Reporting Person instructed the Company to withhold 3,632 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.
These shares are held in a family trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is trustee of the
- (5) trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (6) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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