

# 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* WINFIELD JOHN V  (Last) (First) (Middle) THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150  (Street) LOS ANGELES CA 90024  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol INTERGROUP CORP INTG	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
3. Date of Earliest Transaction (Month/Day/Year) 9/10/2011		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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 Beneficial Ownership  (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/10/2011		M		15,000	A	\$0.00 (1)	1,473,581	D	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 (2)	9/10/2011		M			15,000	9/10/2011	(3)	Common Stock	15,000	\$0.00	0.00	D	
								(3)							
Employee Stock Options (Right to Buy)	\$10.3							(4)	3/15/2020	Common Stock	100,000		100,000	D	

Explanation of Responses:

See attached "FOOTNOTES" page.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/ Michael G. Zybala, Attorney-in-Fact  
\*\* Signature of Reporting Person

9/13/2011  
Date

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.

- 1 Common Stock acquired upon vesting of Restricted Stock Units ("RSUs") issued pursuant to The InterGroup Corporation 2008 Restricted Stock Unit Plan.
- 2 Each RSU represents the right to receive, following vesting, one share of Common Stock of The InterGroup Corporation.
- 3 RSUs vested on September 10, 2011. As RSUs vest, they are converted to vested shares of Common Stock on a one-for-one basis on the vesting date.
- 4 Stock options have time and performance vesting requirements, both of which have to be met for options to be fully vested and exercisable. Under the time vesting requirements, 20,000 options will vest each year on the anniversary date of grant (March 16, 2010) over a period of five years. Under the performance vesting requirements, options will vest in increments of 20,000 upon each increase of \$2.00 or more in the fair market value of the Company's Common Stock above the exercise price.