

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 4

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <small>(Last) (First) (Middle)</small> 11620 Wilshire Boulevard <small>(Address 1)</small> Suite 350 <small>(Address 2)</small> LOS ANGELES CA UNITED STATES OF AMERICA 90025 <small>(City) (State) (Country) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol INTERGROUP CORPORATION INTG 3. Date Of Earliest Transaction Required to be Reported (Month/Day/Year) <p style="text-align: center;">12/26/2018</p>	5. Relationship of Reporting Person(s) to Issuer <small>(Check all Applicable)</small> <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) <u>PRESIDENT & CEO</u> 6. Individual or Joint/ Group Filing <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Rpt. Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security	2. Transaction Date	2A. Deemed Execution Date	3. Transaction Code			4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned fol. Rep. Trans.	6. Ownership Form: Direct/ Indirect	7. Nature of Indirect Beneficial Ownership
			Tm. Code	Eqty Swap Y/N	Frm 5 Y/N	Amount	A/D	Price			
COMMON STOCK	12/26/2018		F	N	N	17,439 ¹	D	31.54	1,371,468	D	
COMMON STOCK	12/26/2018		M	N	N	26,805	A	²	1,398,273	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 5(b)(v).

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Conversion or Exercise Price of Derivative Sec.	3. Transaction Date	3. Deemed Exec. Date	4. Transaction Code			5. Number of Derivative Securities		6. Date Exercisable & Expiration Date		7. Title & Amount of Underlying Securities		8. Price of Derivative Security	9. Amt. of Securities Beneficially Owned fol. Rep. Trans.	10. Ownership Form: D/I	11. Nature of Indirect Beneficial Ownership	
				Tm. Code	Eqty swp. Y/N	Frm 5 Y/N	Acquired	Disposed	Exer. Dt	Expr. Dt	Title	Amount					
Employee Incentive Stock Option (Right to Buy)	20.52	12/26/2018		M	N	N		26,805		3	12/26/2018	COMMON STOCK	26,805	0	0	D	

Remarks: _____

Footnotes: _____

Footnote Id	Description
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| 1. | Shares used for payment of exercise price of Incentive Stock Option. |
| 2. | Shares acquired upon exercise of Incentive Stock Option. |
| 3. | Incentive Stock Options vested over a period of five years from December 26, 2014 to December 26, 2018, at which time all options were fully vested. |

Reporting Person(s): _____

Is Primary	CIK	Name	Director	10% Owner	Officer	Other
<input checked="" type="checkbox"/>	0000935390	WINFIELD JOHN V	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> PRESIDENT & CEO	<input type="checkbox"/>

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). _____ /s/John V. Winfield 01/15/2019
 **Signature of Reporting Person: Date

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

Exhibit 24: _____

Exhibit 99: _____

