EASTGROUP PROPERTIES INC

Form 4 March 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

EASTGROUP PROPERTIES INC

Symbol

1(b).

(Print or Type Responses)

MCKEY N KEITH

1. Name and Address of Reporting Person *

				[EGP]					(Check all applicable)			
(Last) (First) (Middle) 190 EAST CAPITOL STREET (Street)				3. Date of Earliest Transaction (Month/Day/Year) 03/02/2017					Director 10% Owner Officer (give title Other (specify below) Executive Vice President & CFO			
				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			
	JACKSON,	MS 39201						Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)		ispose	d of	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	03/02/2017			A	8,655	A	<u>(1)</u>	151,817	D		
	Common Stock	03/02/2017			F	4,080	D	\$ 74.8 (2)	147,737	D		
	Common Stock	03/02/2017			A	7,419	A	<u>(3)</u>	155,156	D		
	Common Stock	03/02/2017			F	3,497	D	\$ 74.8 (4)	151,659	D		
									9,423	I	By IRA	

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Common Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	nNumber Expiration Date		Amou	ount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCKEY N KEITH 190 EAST CAPITOL STREET JACKSON, MS 39201

Executive Vice President & CFO

Signatures

Michael C. Donlon, Attorney-in-Fact for N. Keith McKey

03/06/2017

**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 2016 annual long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vested on the date of grant.
- On March 2, 2017, 8,655 restricted shares vested and the Reporting Person instructed the Company to withhold 4,080 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.

Reporting Owners 2

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- (3) Award of restricted shares as 2016 multi-year long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vested on the date of grant.
- On March 2, 2017, 7,419 restricted shares vested and the Reporting Person instructed the Company to withhold 3,497 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.

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.