

FORM 4

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

| OMB APPROVAL | |
|---|-------------------|
| OMB Number: | 3235-0287 |
| Expires: | December 31, 2014 |
| Estimated average burden hours per response. | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Ref #: 46410

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

See Instruction 1(b).

| 1. Name and Address of Reporting Person* INTERGROUP CORPORATION | | | 2. Issuer Name and Ticker or Trading Symbol PORTSMOUTH SQUARE, INC. PRSI | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|--------------------------------------|--|---|---|-----------|--|---|--|---|---|---|
| (Last) 10940 WILSHIRE BLVD. | (First) | (Middle) | 3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 11/24/2014 | 4. If Amendment, Date Original Filed (Month/Day/Year) | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | |
| (Street) SUITE 2150 | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | |
| (City) (State) (Zip) LOS ANGELES, CA 90024 US | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | <input type="checkbox"/> Form filed by More than One Rpt. Person | | | | | |
| 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 Rep. Trans. (Instr. 3 and 4) | 6. Ownership Form Direct(D) or Indirect(I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Trn. Code | Eqty swp. Y/N | Frm 5 Y/N | Amount | (A) or (D) | Price | | | |
| COMMON STOCK | 11/21/2014 | | P | N | N | 920 | A | 35.02 | 95847 | 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).

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 control number.

SEC 2270 (11-11)

FORM 4 (continued)

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 Reporting Period (Instr. 4) | 10. Ownership Form of Derivative Security D / I | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|--------------------------------|---------------|-----------|--|-----|---|--|--|--|---|--|--|---|
| | | | | Trn. Code | Eqty swp. Y/N | Frm 5 Y/N | | | | | | | | | | |
| | | | | | | | (A) | (D) | | | | | | | | |

** 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.

DAVID NGUYEN, TREASURER
**Signature of Reporting Person

11/24/2014
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 control number.

Exhibit 24:

Exhibit 99:

Explanation of Responses:

Footnotes:

INTERGROUP CORPORATION
10940 WILSHIRE BLVD.
SUITE 2150
LOS ANGELES, CA 90024 US
