

# FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362 Estimated average burden hours per response: . . . . 1.0

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported  
 Form 4 Transactions Reported

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WINFIELD JOHN V		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) <u>President &amp; CEO</u>					
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 6/30/2012						
THE INTERGROUP CORPORATION 10940 WILSHIRE BLVD., SUITE 2150			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person				
(Street) LOS ANGELES CA 90024									
(City) (State) (Zip)			<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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							1,457,522	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.**

SEC2270(9-02)

FORM 5 (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. 4)	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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					Employee Stock Options (Right to Buy)	\$19.77	2/28/2012		A4 (1)	90,000				
Employee Stock Options (Right to Buy)	\$10.3						(3)	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 provided is insufficient, see Instruction 6 for procedure.

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

8/10/2012  
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.

SEC 2270 (9-02)

- 1 Grant of stock options pursuant to The InterGroup Corporation 2010 Omnibus Employee Incentive Plan. Although the grant of stock options to the Company's President and CEO was timely reported on a Form 8-K, a Form 4 report was inadvertently not filed at that time on his behalf.
- 2 Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 18,000 options will vest each year on the anniversary date of the grant for the next five years. Under the performance vesting requirements, the options will vest in increments of 18,000 shares upon each increase of \$2.00 or more in the fair market value of the Company's Common Stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter.
- 3 Stock options have time and performance vesting requirements, both of which have to be met for the options to be fully vested and exercisable. Under the time vesting requirements, 20,000 options will vest each year on the anniversary date of the grant (March 16, 2010) over a period of five years. Under the performance vesting requirements, the options will vest in increments of 20,000 shares upon each increase of \$2.00 or more in the fair market value of the Company's common stock above the exercise price of the options. To satisfy this performance requirement, the Common Stock must trade at that increased level for a period of at least 10 trading days during any one quarter. As of June 30, 2012, the performance vesting requirements for these options had been met.