

INTERGRAPH CORP

Form 4

December 01, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LASTER LARRY J

(Last) (First) (Middle)

(Street)

HUNTSVILLE, AL 35894

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTERGRAPH CORP [INGR]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Sr. Vice President & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2006		D	36,904	D \$ 44 ⁽¹⁾ 0	D	
Common Stock	11/29/2006		M	1,186	A \$ 11.88 1,186	D	
Common Stock	11/29/2006		S	1,186	D \$ 44 ⁽²⁾ 0	D	
Common Stock	11/29/2006		M	8,252	A \$ 17.65 8,252	D	
Common Stock	11/29/2006		S	8,252	D \$ 44 ⁽²⁾ 0	D	

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Common Stock	11/29/2006	M	18,814	A	\$ 11.88	18,814	D
Common Stock	11/29/2006	S	18,814	D	\$ 44 ⁽²⁾	0	D
Common Stock	11/29/2006	M	3,000	A	\$ 8.875	3,000	D
Common Stock	11/29/2006	S	3,000	D	\$ 44 ⁽²⁾	0	D
Common Stock	11/29/2006	M	15,000	A	\$ 5.375	15,000	D
Common Stock	11/29/2006	S	15,000	D	\$ 44 ⁽²⁾	0	D
Common Stock	11/29/2006	M	20,000	A	\$ 5.5625	20,000	D
Common Stock	11/29/2006	S	20,000	D	\$ 44 ⁽²⁾	0	D

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

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.375	11/29/2006		M	15,000	⁽³⁾ 10/20/2008	Common Stock 15,000
Incentive Stock Option (right to buy)	\$ 5.5625	11/29/2006		M	20,000	⁽³⁾ 06/05/2010	Common Stock 20,000
Incentive Stock Option (right to buy)	\$ 11.88	11/29/2006		M	18,814	⁽³⁾ 08/13/2011	Common Stock 18,814

Incentive Stock Option (right to buy)	\$ 17.65	11/29/2006	D	7,748	<u>(3)</u>	03/11/2013	Common Stock	7,7
Non-Qualified Stock Option (right to buy)	\$ 8.875	11/29/2006	M	3,000	<u>(3)</u>	05/28/2008	Common Stock	3,0
Non-Qualified Stock Option (right to buy)	\$ 11.88	11/29/2006	M	1,186	<u>(3)</u>	08/13/2011	Common Stock	1,1
Non-Qualified Stock Option (right to buy)	\$ 17.65	11/29/2006	M	8,252	<u>(3)</u>	03/11/2013	Common Stock	8,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LASTER LARRY J				
			Sr. Vice President & Treasurer	
HUNTSVILLE, AL 35894				

Signatures

By: David V. Lucas For: Larry J. Laster 12/01/2006

__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) Immediately before the effective time of the merger of Cobalt Merger Corp. with and into the Issuer, the vesting of all unvested equity was accelerated, with all shares canceled and converted to the right to receive a cash payment of merger consideration.

- (2) The option was cancelled in connection with the merger of Cobalt Merger Corp. with and into the Issuer and converted into a right to receive a cash payment equal to the amount by which \$44.00 (the per share merger consideration) exceeds the exercise price of the option.

- (3) Immediately before the effective time of the merger of Cobalt Merger Corp. with and into the Issuer, all unvested options became fully vested and immediately exercisable.

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

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