

EASTGROUP PROPERTIES INC  
 Form 4  
 March 09, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 HOSTER DAVID H II

2. Issuer Name and Ticker or Trading Symbol  
 EASTGROUP PROPERTIES INC [EGP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 190 EAST CAPITOL STREET, SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

JACKSON, MS 39201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2015		A	16,428	A <u>(1)</u>	229,943	D
Common Stock	03/05/2015		F	1,479	D <u>(2)</u>	228,464	D
Common Stock	03/05/2015		A	12,780	A <u>(3)</u>	241,244	D
Common Stock	03/05/2015		F	1,439	D <u>(4)</u>	239,805 <u>(5)</u>	D

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Common Stock	50,000	I	By Family Trust <u>(6)</u>
Common Stock	2,430	I	Spouse <u>(7)</u>
Common Stock	750	I	By IRA

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 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 Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOSTER DAVID H II 190 EAST CAPITOL STREET SUITE 400 JACKSON, MS 39201	X		President and CEO	

### Signatures

Michael C. Donlon, Attorney-in-Fact for David H. Hoster II 03/09/2015

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 2014 annual long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vest one-fifth on the date of grant and the remainder of the restricted shares vest January 1, 2016.
- (2) On March 5, 2015, 3,286 restricted shares vested and the Reporting Person instructed the Company to withhold 1,479 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.
- (3) Award of restricted shares as 2014 multi-year long-term incentive compensation pursuant to the Company's 2013 Equity Incentive Plan. These restricted shares vest one-fourth on the date of grant and the remainder of the restricted shares vest January 1, 2016.
- (4) On March 5, 2015, 3,195 restricted shares vested and the Reporting Person instructed the Company to withhold 1,439 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan.
- (5) As of the date hereof, the Reporting Person's direct beneficial ownership includes 59,330 restricted shares granted under the Company's 2013 Equity Incentive Plan and the Company's 2004 Equity Incentive Plan, as amended, that have not yet vested.  
These shares are held in a family trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is trustee of the trust.
- (6) The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (7) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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