

WOOD BRENT

Form 4

February 19, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD BRENT

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)
400 W. PARKWAY PLACE, SUITE
100

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

02/14/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

(Street)

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

RIDGELAND, MS 39157

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/11/2019		G	V	190	D \$ 0	89,129 D
Common Stock	02/14/2019		A		1,831 (1)	A \$ 0	90,960 D
Common Stock	02/14/2019		A		5,112 (2)	A \$ 0	96,072 D
Common Stock	02/14/2019		F		1,381 (3)	D \$ 107.37	94,691 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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
WOOD BRENT 400 W. PARKWAY PLACE SUITE 100 RIDGELAND, MS 39157	Executive Vice President & CFO

Signatures

/s/ Brent W.
Wood 02/19/2019

**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) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2017 transitional long-term incentive program. These restricted shares vested in full on the performance goal certification date (February 14, 2019).
- (2) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2018 annual incentive program. These restricted shares were awarded pursuant to the Issuer's 2013 Equity Incentive Plan, as amended, and vest one-fifth on the performance goal certification date (February 14, 2019) and one-fifth on each of January 1, 2020, 2021, 2022 and 2023.
- (3) On February 14, 2019, 3,113 restricted shares vested and the Reporting Person instructed the Issuer to withhold 1,381 shares of Common Stock to cover tax withholding obligations as permitted under the Issuer's 2013 Equity Incentive Plan, as amended.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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