

LOEB MARSHALL A  
Form 4  
March 05, 2018

**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 \*  
LOEB MARSHALL A

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)  
03/01/2018

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

(Street)  
RIDGELAND, MS 39157

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	03/01/2018		A	13,594	A <u>(1)</u>	53,558	D
Common Stock	03/01/2018		A	2,000	A <u>(2)</u>	55,558	D
Common Stock	03/01/2018		F	2,282	D <u>(3)</u>	\$ 80.93 53,276 <u>(4)</u>	D

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

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SEC 1474 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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
LOEB MARSHALL A 400 W. PARKWAY PLACE SUITE 100 RIDGELAND, MS 39157	X		President and CEO	

## Signatures

Michael C. Donlon, Attorney-in-Fact for Marshall A. Loeb  
03/05/2018

\*\*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 annual incentive plan. These restricted shares were awarded pursuant to the Company's 2013 Equity Incentive Plan, as amended, and vest one-fifth on the performance goal certification date (March 1, 2018) and one-fifth on each of January 1, 2019, 2020, 2021 and 2022.
  - (2) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2017 transitional long-term incentive plan. These restricted shares were awarded pursuant to the Company's 2013 Equity Incentive Plan, as amended, and vest one-fourth on the performance goal certification date (March 1, 2018) and one-fourth on each of January 1, 2019, 2020 and 2021.
  - (3) On March 1, 2018, 5,354 restricted shares vested and the Reporting Person instructed the Company to withhold 2,282 shares to cover tax withholding obligations as permitted under the Company's 2013 Equity Incentive Plan, as amended.
  - (4) As of the date hereof, the Reporting Person's direct beneficial ownership includes 30,277 restricted shares granted under the Company's 2013 Equity Incentive Plan, as amended, that have not yet vested. Does not include any restricted shares granted as long-term incentive

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awards that are subject to continuing performance goals.

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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