

LITTLE LOUISA
Form 4
January 10, 2011

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 *
GOLDMAN JANE H

(Last) (First) (Middle)
640 FIFTH AVENUE

(Street)
NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAYS J W INC [MAYS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/23/2010 | | S | V Amount Price 271,200 D \$ 10.71 (1) | 0 | I | See Footnotes (2) (5) |
| Common Stock | 11/23/2010 | | P | V Amount Price 271,200 A \$ 10.71 (1) | 271,200 | I | See Footnotes (3) (5) |
| Common Stock | | | | | 182,800 | I | See Footnotes (4) (5) |

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

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN JANE H 640 FIFTH AVENUE NEW YORK, NY 10019 | | X | | |
| Goldman Allan H. 640 FIFTH AVENUE NEW YORK, NY 10019 | | X | | |
| LITTLE LOUISA 640 FIFTH AVENUE NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Jane H. Goldman, as co-executrix of the Estate of Sol Goldman, co-trustee of the Lillian Goldman Marital Trust and co-executrix of the estate of Lillian Goldman 01/10/2011
 __Signature of Reporting Person Date

/s/ Allan H. Goldman, as co-executor of the Estate of Sol Goldman, co-trustee of the Lillian Goldman Marital Trust and co-executor of the estate of Lillian Goldman 01/10/2011
 __Signature of Reporting Person Date

/s/ Louisa Little, as co-executrix of the Estate of Sol Goldman and co-trustee of the Lillian Goldman Marital Trust 01/10/2011

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).
This price represents the estimated fair market value of the shares of Common Stock of J.W. Mays, Inc. (the "Shares") on November 23, 2010. An independent appraiser has been retained to prepare a valuation of the Shares. If this appraisal results in a different fair market value of the Shares as of November 23, 2010, the price will be adjusted.
- (1) These Shares were held by the Estate of Sol Goldman, of which Jane H. Goldman, Allan H. Goldman and Louisa Little are co-executors.
- (2) These Shares are held by the Lillian Goldman Marital Trust, of which Jane H. Goldman, Allan H. Goldman and Louisa Little are co-trustees.
- (3) These Shares are held by the Estate of Lillian Goldman, of which Jane H. Goldman, Allan H. Goldman, Amy P. Goldman and Diane Goldman Kemper are co-executors.
- (4) Each of Jane H. Goldman, Allan H. Goldman and Louisa Little disclaims beneficial ownership of the Shares reported herein, except to the extent of his or her pecuniary interest, if any, therein.
- (5)

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