

INTERGRAPH CORP
Form 4
December 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
BILLS MICHAEL D

(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
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/29/2006		D	5,600 D \$ 44	0	D	
Common Stock	11/29/2006		M	3,000 A \$ 23.87	3,000	D	
Common Stock	11/29/2006		S	3,000 D \$ 44 (1)	0	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)

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 23.87	11/29/2006		M	3,000	10/07/2004 ⁽²⁾ 10/07/2013	Common Stock
Restricted Share Units	\$ 0	11/29/2006		D	990	⁽³⁾ 05/13/2005	Common Stock
Restricted Share Units	\$ 0	11/29/2006		D	848	⁽³⁾ 05/12/2006	Common Stock
Restricted Share Units	\$ 0	11/29/2006		D	780	⁽³⁾ 06/13/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILLS MICHAEL D HUNTSVILLE, AL 35894	X			

Signatures

By: David V. Lucas For: Michael D. Bills 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) 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.

(2) 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.

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- (3) Restricted stock units (RSUs) were canceled in connection with the merger of Cobalt Merger Corp. with and into the Issuer and converted into a right to receive a cash payment of \$44.00 per share merger consideration.

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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