

TRANSCONTINENTAL REALTY INVESTORS INC
 Form 4/A
 May 01, 2014

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 *
 AMERICAN REALTY INVESTORS INC

2. Issuer Name and Ticker or Trading Symbol
 TRANSCONTINENTAL REALTY INVESTORS INC [TCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1603 LBJ FREEWAY, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2014

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

DALLAS, TX 75234
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/01/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
common stock, par value \$0.01 per share	04/28/2014		J ⁽¹⁾		5,669,194	A \$ 16.4937	5,669,194 D
common stock, par value \$0.01 per share							1,383,226 I owned by subsidiary, Transcontinental Realty Acquisition Corporation

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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. Nu
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Date Exercisable Expiration Date Title Amount or Number of Shares

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMERICAN REALTY INVESTORS INC 1603 LBJ FREEWAY SUITE 800 DALLAS, TX 75234		X		

Signatures

Gene S. Bertcher, EVP & CFO	05/01/2014
<i>**Signature of Reporting Person</i>	<i>Date</i>

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).
- On 4/28/2014, the Board of Directors of EQK Holdings, Inc. declared and paid a dividend to the holder of its common stock (American Realty Investors, Inc.) which in part was satisfied by the delivery of 5,669,194 shares of common stock of TCI at \$16.493748+ per share (total value \$93,506,259). The same shares had been previously reported as beneficially owned, but now are directly owned.
- 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.