

HALLWOOD GROUP INC
Form 4
June 08, 2005

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 *
TALBOT J THOMAS

2. Issuer Name and Ticker or Trading Symbol
HALLWOOD GROUP INC [HWG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

500 NEWPORT CENTER, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2005

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

(Street)

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

NEWPORT BEACH, CA 92660

(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) Code V Amount (D) Price			
Common Stock	05/15/2005		G ⁽¹⁾	V 15,000 D	0	D	
Common Stock	05/15/2005		G ⁽¹⁾	V 15,000 A	15,000	I	Footnote (1)
Common Stock	06/06/2005		S	100 D \$ 75.3	14,900	I	Footnote (1)
Common Stock	06/06/2005		S	100 D \$ 75.27	14,800	I	Footnote (1)
Common Stock	06/07/2005		S	500 D \$ 75.5	14,300	I	Footnote (1)

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Common Stock	06/07/2005	S	300	D	\$ 74	14,000	I	Footnote (1)
Common Stock	06/07/2005	S	100	D	\$ 73.03	13,900	I	Footnote (1)
Common Stock	06/07/2005	S	600	D	\$ 73.02	13,300	I	Footnote (1)
Common Stock	06/07/2005	S	8,200	D	\$ 73	5,100	I	Footnote (1)
Common Stock	06/07/2005	S	27	D	\$ 72.51	5,073	I	Footnote (1)
Common Stock	06/07/2005	S	73	D	\$ 72	5,000	I	Footnote (1)

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TALBOT J THOMAS 500 NEWPORT CENTER SUITE 900 NEWPORT BEACH, CA 92660	X			

Signatures

/s/ J. Thomas
Talbot

06/08/2005

__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) Transfer of shares to Hat Size, Ltd. ("Hat Size"), a limited partnership of which the reporting person is the sole general partner and the reporting person and three of his adult children are the limited partners. Each adult child owns approximately 1.7% partnership interest in Hat Size. The reporting person disclaims beneficial ownership of The Hallwood Group Incorporated ("Hallwood") common stock held by Hat Size except to the extent of his pecuniary interest therein.
- (2) N/A

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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