Edgar Filing: INLAND REAL ESTATE CORP - Form 4

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INLAND REAL ESTATE CORP						
Form 4						
August 12, 2008						
FORM 4 UNITED STATE		OMB APPROVAL				
• UNITED STATE	S SECURITIES AND EXCHAN	2002 3235-0287				
Check this box	Washington, D.C. 20549	Number:				
if no longer subject to Section 16. Form 4 or	OWNERSHIP OF Estimated average burden hours per response 0.5					
Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 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 <u></u> GOODWIN DANIEL L	2. Issuer Name and Ticker or Trading Symbol INLAND REAL ESTATE CORI [IRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Transaction	_X_ Director _X_ 10% Owner				
2901 BUTTERFIELD RD	(Month/Day/Year) 08/11/2008	Officer (give titleOther (specify below)				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
OAK BROOK, IL 60523		Person				
(City) (State) (Zip)	Table I - Non-Derivative Securitie	es Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. De Execut any (Month		of (D)SecuritiesOwnershipof IndirectBeneficially OwnedForm:BeneficialFollowing ReportedDirect (D)OwnershipTransaction(s)or Indirect(Instr. 4)(Instr. 3 and 4)(I)				
	Code V Amount (D)	Price (Instr. 4)				
Inland Real Estate 08/11/2008 Corporation	P 2,500 A	$\begin{array}{c} \$ & 9,131,648.9816 \\ 14.72 & \underline{(1)} (\underline{(2)} (\underline{(3)}) \end{array} \end{array} D$				

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

Persons who respond to the collection of information contained in this form are not 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 o Derivativ Security (Instr. 3)	e Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	 5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 	5	Date	Amou Unde Secur	ele and unt of rlying rities (1, 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	iips Officer	Other				
GOODWIN DANIEL L 2901 BUTTERFIELD RD OAK BROOK, IL 60523	Х	Х						
Signatures								
/s/Daniel L. Goodwin	08/12/2008							

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes 504,446 shares of common stock owned by Mr. Goodwin and/or his spouse. Also includes shares of common stock owned directly or indirectly by the following entities: 564,820 shares of Inland American Real Estate Trust, Inc.("Inland American),315,820

shares of Inland Western Retail Real Estate Trust, Inc.("Inland Western"),9,091 shares of The Inland Group, Inc.("TIGI"), 156,180.79 (1) shares of Inland Mortgage Investment Corporation, 6,632,468.5625 shares of Inland Investment Stock Holding Company, 126,090.6321 shares of Partnership Corporation and 644,982 shares of Eagle Financial Corporation. The latter four entities are direct or indirect wholly owned subsidiaries of TIGI. Mr. Goodwin is the controlling shareholder of TIGI.

Mr. Goodwin directly and indirectly owns shares of Inland American and Inland Western. Shares of IRC owned by Inland American and Inland Western are managed by Inland Investment Advisors, Inc. ("IIAI"). The number reported also includes 822,732 shares beneficially owned for Section 16 purposes by IIAI because it is entitled to receive performance based fees. Mr. Goodwin disclaims beneficial

(2) ownership of these shares except to the extent IIAI receives performance based fees. IIAI is an indirect wholly owned subsidiary of TIGI. Mr. Goodwin disclaims beneficial ownership of shares beneficially owned by TIGI and its subsidiaries, Inland American and Inland Western, except to the extent of his ownership of those entities, respectively.

(3) Total also includes 929.3020 Dividend Reinvestment shares purchased in July by Inland Mortgage Investment Corporation.

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.