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INLAND G Form 4											
September (ЛЛ								OMB A	PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check th if no lon subject t Section Form 4 e Form 5 obligatio	so 16. or Filed put	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							Expires: Estimated burden ho response	urs per	
may con <i>See</i> Instr 1(b).	lunue.			ivestment	•	-	•				
(Print or Type	Responses)										
GOODWIN DANIEL L Syn				er Name an				5. Relationship of Reporting Person(s) to Issuer			
				ID REAL	LESTAT	ECO	ORP	(Check all applicable)			
(Last) 2901 BUT	(First) (TERFIELD RD	Middle)		f Earliest T Day/Year) 2012	ransaction			X Director Officer (give below)		% Owner her (specify	
			Amendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person 				
OAK BRO	OK, IL 60523							Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	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	08/30/2012			Р	4,900	A	\$ 8.1497	11,807,396 (1) (2) (3)	I	Purchased by Eagle Financial Corp.	

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 Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying ities . 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 / Address		Relationsh	nips					
	Director	10% Owner	Officer	Other				
GOODWIN DANIEL L 2901 BUTTERFIELD RD OAK BROOK, IL 60523	Х	Х						
INLAND GROUP INC 2901 BUTTERFIELD OAK BROOK, IL 60523		Х						
Signatures								
Kimberly Karas, Attorney-in-fact for Daniel L. Goodwin								
**Signature of Reporting Person								

Kimberly Karas, Attorney-in-fact for Daniel L. Goodwin, President of The Inland Group, Inc. 09/04/2012

**Signature of Reporting Person

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).
- Includes shares of IRC that are owned by Inland American Real Estate Trust, Inc. ("American") and Inland Diversified Real Estate Trust,
 (1) Inc. ("Diversified") in accounts managed by Inland Investment Advisors, Inc. ("IIAI")> The Reporting Persons disclaim beneficial ownership of shares owned by American and Diversified except to the extent of their respective ownership of those entities.

Includes 1,907,203 shares of common stock owned by Mr. Goodwin and/or his spouse. Also includes common stock owned directly by the following entities: 899,820 by American; 75,000 by Diversified; 9,091 by The Inland Group, Inc. ("TIGI"); 211,163 by IMIC Stock Holding Corp; 7,212,118 by Inland Investment Stock Holding Corp ("IISHC"); 137,110 by Partnership Ownership Corp. ("POC"); and

(2) 1,355,891 by Eagle Financial Corp. The latter four entities and Inland Real Estate Investment Corp. ("IREIC") are wholly owned subsidiaries of TIGI. IIAI, IISHC and POC are wholly owned subsidiaries of IREIC. Mr. Goodwin is the controlling shareholder of TIGI and he disclaims beneficial ownership of shares owned by TIGI and its subsidiaries except to the extent of his respective ownership of those entities.

(3) Includes the purchase of 18,385.2956 shares of common stock acquired through our dividend reinvestment plan since the 08/15/12 filing. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Date

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