WOOD BRENT Form 4

February 19, 2019

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **WOOD BRENT** Issuer Symbol **EASTGROUP PROPERTIES INC** (Check all applicable) [EGP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 400 W. PARKWAY PLACE, SUITE 02/14/2019 Executive Vice President & CFO 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RIDGELAND, MS 39157

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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)	on(A) or D	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	02/11/2010		Code V	Amount	` /	Price	(Instr. 3 and 4)	D	
Stock	02/11/2019		G V	190	D	\$ 0	89,129	D	
Common Stock	02/14/2019		A	1,831 (1)	A	\$ 0	90,960	D	
Common Stock	02/14/2019		A	5,112 (2)	A	\$ 0	96,072	D	
Common Stock	02/14/2019		F	1,381 (3)	D	\$ 107.37	94,691	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WOOD BRENT 400 W. PARKWAY PLACE SUITE 100 RIDGELAND, MS 39157

Executive Vice President & CFO

Signatures

/s/ Brent W. 02/19/2019 Wood

**Signature of Date
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).
- (1) Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2017 transitional long-term incentive program. These restricted shares vested in full on the performance goal certification date (February 14, 2019).
- Issuance of restricted shares upon the satisfaction of the performance goals in connection with the 2018 annual incentive program. These restricted shares were awarded pursuant to the Issuer's 2013 Equity Incentive Plan, as amended, and vest one-fifth on the performance goal certification date (February 14, 2019) and one-fifth on each of January 1, 2020, 2021, 2022 and 2023.
- On February 14, 2019, 3,113 restricted shares vested and the Reporting Person instructed the Issuer to withhold 1,381 shares of Common Stock to cover tax withholding obligations as permitted under the Issuer's 2013 Equity Incentive Plan, as amended.

Reporting Owners 2

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.