

BAILEY H C JR
Form 4
May 18, 2010

FORM 4

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

OMB APPROVAL

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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 *
BAILEY H C JR

2. Issuer Name and Ticker or Trading Symbol
EASTGROUP PROPERTIES INC
[EGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1022 HIGHLAND COLONY
PARKWAY, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2010

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

RIDGLAND, MS 39157

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/17/2010 | | M | 2,250 A \$ 21.75 | 17,662 | D | |
| Common Stock | | | | | 1,350 | I | Note ⁽¹⁾ |
| Common Stock | | | | | 550 | I | Note ⁽³⁾ |
| Common Stock | | | | | 3,736 | I | Note ⁽²⁾ |
| Common Stock | | | | | 600 | I | Note ⁽⁴⁾ |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 21.75 | 05/17/2010 | | M | 2,250 | 06/01/2000 05/31/2010 | Common Stock | 2,250 |
| Stock Options | \$ 21.4 | | | | | 06/04/2001 06/03/2011 | Common Stock | 2,250 |
| Stock Options | \$ 24.02 | | | | | 05/29/2002 05/28/2012 | Common Stock | 2,250 |
| Stock Options | \$ 26.6 | | | | | 05/29/2003 05/28/2013 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAILEY H C JR 1022 HIGHLAND COLONY PARKWAY SUITE 300 RIDGLAND, MS 39157 | X | | | |

Signatures

Michael C. Donlon, Attorney-in-Fact for H. C. Bailey, Jr. 05/18/2010

__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) Owned by a company of which the reporting person is Chairman and President.

(2) Owned by a limited partnership of which the reporting person is a limited partner.

(3) Owned by a limited partnership of which the reporting person is Vice President.

(4) Owned by a limited partnership of which the reporting person is President of its general partner.

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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