

INLAND GROUP INC
Form 4/A
May 01, 2009

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 *
GOODWIN DANIEL L

2. Issuer Name and Ticker or Trading Symbol
INLAND REAL ESTATE CORP
[IRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2007

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

2901 BUTTERFIELD RD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/02/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK ⁽¹⁾	03/01/2007		P	20,000 A \$ 19.2964	6,542,091	I	Purchased by Eagle Financial Corporation ^{(2) (3)}

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 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 Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN DANIEL L 2901 BUTTERFIELD RD OAK BROOK, IL 60523	X	X		
INLAND GROUP INC 2901 BUTTERFIELD OAK BROOK, IL 60523			X	
INLAND REAL ESTATE INVESTMENT CORP 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523			X	

Signatures

DANIEL L. GOODWIN /S/ DANIEL L. GOODWIN 04/30/2009
 **Signature of Reporting Person Date

THE INLAND GROUP, INC. /S/ DANIEL L. GOODWIN, PRESIDENT 04/30/2009
 **Signature of Reporting Person Date

INLAND REAL ESTATE INVESTMENT CORPORATION /S/ ROBERT S. MATLIN,
 SENIOR VICE PRESIDENT 04/30/2009
 **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).

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This line item is being reported again solely to gain access to the electronic filing system. The number of securities beneficially owned in column 5 reflects the number reported in the Form 4 filed by Daniel L. Goodwin on 3/2/2007. Daniel L. Goodwin is the controlling

(1) shareholder of The Inland Group, Inc. ("TIGI"), which in turn wholly owns Inland Real Estate Investment Corporation ("IREIC"), Eagle Financial Corporation ("Eagle") and Inland Mortgage Investment Corporation ("IMIC"). IREIC wholly owns Partnership Ownership Corporation ("POC"), Inland Investment Stock Holding Company ("IISHC"), and Inland Investment Advisors ("Advisor").

Advisor shares voting and dispositive control over Inland Real Estate Corporation securities held in the accounts of its clients. Advisor is entitled to receive performance-based fees in return for services provided with respect to the separate accounts of certain of its clients pursuant to Investment Advisory Agreements with those clients. Mr. Goodwin, TIGI and IREIC disclaim beneficial ownership of these shares except to the extent Adviser receives performance-based fees.

(2)

TIGI beneficially owns 9,091 shares of IRC common stock directly. IREIC does not beneficially own any IRC shares of common stock directly. Transactions in Inland Real Estate Corporation securities by IMIC, POC, IISHC, Eagle and Advisor have been described in the footnotes to Daniel L. Goodwin's Sec. 16 filings. This Form 4 is being amended solely to clarify that TIGI and IREIC should be deemed joint reporting persons with Mr. Goodwin on all Form 4s filed or amended by Mr. Goodwin after March 2, 2007. The information set forth herein should be deemed incorporated into all Form 4s filed or amended by Mr. Goodwin after March 2, 2007.

(3)

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.