

INLAND GROUP INC  
Form 5  
February 16, 2010

# FORM 5

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).  
Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
GOODWIN DANIEL L			INLAND REAL ESTATE CORP [IRC]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			12/31/2009		<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
2901 BUTTERFIELD RD			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting	
(Street)					(check applicable line)	
OAK BROOK, IL 60523					<input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			

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

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SEC 2270 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
					(A)	(D)				
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	130	02/21/2008	09/20/2008	Common Stock	13,000
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	130	02/25/2008	09/20/2008	Common Stock	13,000
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	910	03/12/2008	09/20/2008	Common Stock	100,000
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	2,000	03/13/2008	09/20/2008	Common Stock	200,000
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	1,500	03/14/2008	09/20/2008	Common Stock	150,000
Put Option (obligation to buy)	\$ 15	09/20/2008	Â	E	Â	1,000	03/14/2008	09/20/2008	Common Stock	100,000
Put Option (obligation to buy)	\$ 7.5	09/18/2009	Â	E	Â	200	03/16/2009	09/18/2009	Common Stock	20,000

## Reporting Owners

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

## Signatures

Daniel L. Goodwin /s/ Daniel L. Goodwin	02/16/2010
**Signature of Reporting Person	Date
The Inland Group Inc. /s/ Daniel L. Goodwin, President	02/16/2010
**Signature of Reporting Person	Date
Inland Real Estate Investment Corporation /s/ Roberta S. Matlin, Senior Vice President	02/16/2010
**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).

Eagle Financial Corp. is an indirect wholly-owned subsidiary of The Inland Group, Inc. ("TIGI"). Daniel L. Goodwin is the controlling (1) shareholder of TIGI. Mr. Goodwin disclaims beneficial ownership of securities beneficially owned by Eagle except to the extent of his pecuniary interest in TIGI.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.