#### GOODWIN DANIEL L

Form 4

March 16, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GOODWIN DANIEL L

2. Issuer Name and Ticker or Trading

Issuer

Symbol

INLAND REAL ESTATE CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[IRC]

(Last) (First) 3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

2901 BUTTERFIELD RD

(Middle)

(Zip)

(Month/Day/Year) 03/12/2010

Filed(Month/Day/Year)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

below)

OAK BROOK, IL 60523

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

(State)

3. Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

P

4. Securities Acquired

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct Beneficial (D) or Indirect (I)

Indirect Ownership (Instr. 4)

7. Nature of

Reported (Instr. 4) (A)

or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

D

Common Stock

(City)

03/12/2010

10,628,137 1,600 A 8.8713 (1) (2)

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

**SEC 1474** (9-02)

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)

#### Edgar Filing: GOODWIN DANIEL L - Form 4

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date		Number		
										of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
GOODWIN DANIEL L							
2901 BUTTERFIELD RD	X	X					
OAK BROOK, IL 60523							

# **Signatures**

/s/Daniel L.
Goodwin

\*\*Signature of Reporting Person

O3/16/2010

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).
- Includes shares of IRC that are owned by Inland American Real Estate Trust, Inc. ("American") and Inland Western Retail Real Estate

  Trust,Inc. ("Western") in accounts managed by Inland Investment Advisers, Inc. ("Adviser"). Mr. Goodwin directly and indirectly beneficially owns shares of American and Western and disclaims beneficial ownership of shares owned by American and Western except to the extent of his respective ownership of those entities.
  - Includes 1,050,246 shares of common stock owned by Mr. Goodwin and/or his spouse. Also includes common stock owned directly by the following entities: 833,820 by American; 315,820 by Western; 9,091 by The Inland Group, Inc. ("TIGI"); 179,250 by IMIC Stock Holding Company; 7,212,118 by Inland Investment Stock Holding Company ("IISHC"); 137,110 by Partnership Ownership Corporation
- (2) ("POC") and 890,682 by Eagle Financial Corporation. The latter four entities and Inland Real Estate Investment Corporation ("IREIC") are wholly-owned subsidiaries of TIGI. Adviser, 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.

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.

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