

MCGRORY JACK

Form 4

November 16, 2004

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGRORY JACK

(Last) (First) (Middle)

7979 IVANHOE AVENUE, SUITE
520

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRICE LEGACY CORP [PLRE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	2,045,152	I	As a director of the Price Family Charitable Fund ⁽¹⁾
Common Stock				(A) or (D)	3,166,194 ⁽⁴⁾	I	As a co-manager of The Price Group LLC ⁽²⁾
Common Stock				(A) or (D)	122,498	I	As a director of San Diego Revitalization

Corp. ⁽¹⁾As custodian
for children of
the reporting
person

Common Stock						2,524	I	
Common Stock	11/08/2004	S	4,000	D	\$ 18.9	12,789 ⁽⁵⁾	D	
Common Stock	11/09/2004	S	806	D	\$ 18.9	11,983 ⁽⁶⁾	D	
Common Stock	11/10/2004	S	5,951	D	\$ 18.9	6,032 ⁽⁷⁾	D	
Common Stock	11/11/2004	S	5,000	D	\$ 18.9	1,032 ⁽⁸⁾	D	
Common Stock	11/12/2004	S	1,032	D	\$ 18.9	0 ⁽⁹⁾	D	

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. Price of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 17.24							(3)	06/06/2010	Common Stock	1,667
Common Stock Options	\$ 15							(3)	09/07/2011	Common Stock	1,834
	\$ 12.48							(3)	09/18/2011		2,500

Common
Stock
Options

Common
Stock

Common
Stock
Options

\$ 16.28

(3)

06/13/2012

Common
Stock

1,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRORY JACK 7979 IVANHOE AVENUE SUITE 520 LA JOLLA, CA 92037	X		Chairman & CEO	

Signatures

/s/ Jack
McGrory

11/16/2004

__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) The reporting person disclaims beneficial ownership of these securities.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest (if any) therein.
- (3) Exercisable immediately.
- (4) Includes securities held by TPG Sherman LLC, an entity for which The Price Group LLC serves as manager.
This total reflects the number of shares of Price Legacy Common Stock directly owned by the reporting person after giving effect to all transactions on November 8, 2004. This total does not give effect to any transactions reported in this Form 4 that occurred after November 8, 2004.
- (5) This total reflects the number of shares of Price Legacy Common Stock directly owned by the reporting person after giving effect to all transactions on November 8, 2004 and November 9, 2004. This total does not give effect to any transactions reported in this Form 4 that occurred after November 9, 2004.
- (6) This total reflects the number of shares of Price Legacy Common Stock directly owned by the reporting person after giving effect to all transactions on November 8, 2004, November 9, 2004, and November 10, 2004. This total does not give effect to any transactions reported in this Form 4 that occurred after November 10, 2004.
- (7) This total reflects the number of shares of Price Legacy Common Stock directly owned by the reporting person after giving effect to all transactions on November 8, 2004, November 9, 2004, November 10, 2004, and November 11, 2004. This total does not give effect to any transactions reported in this Form 4 that occurred after November 11, 2004.
- (8) This total reflects the number of shares of Price Legacy Common Stock directly owned by the reporting person after giving effect to all transactions reported in this Form 4.
- (9)

Remarks:

This Form 4 is being filed to report five sales that were made between November 8, 2004 and November 12, 2004 of common

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Corporation ("Price Legacy Common Stock") that was directly owned by the reporting person. As a result of such sales, the reporting person ceased to own directly any Price Legacy Common Stock.

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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