

INTERGRAPH CORP
Form 4
December 01, 2006

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 *
LASTER LARRY J

(Last) (First) (Middle)

(Street)

HUNTSVILLE, AL 35894

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERGRAPH CORP [INGR]

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

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)
Sr. Vice President & Treasurer

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 11/29/2006 | | D | | 36,904 | \$ 44 ⁽¹⁾ | 0 | D |
| Common Stock | 11/29/2006 | | M | | 1,186 | \$ 11.88 | 1,186 | D |
| Common Stock | 11/29/2006 | | S | | 1,186 | \$ 44 ⁽²⁾ | 0 | D |
| Common Stock | 11/29/2006 | | M | | 8,252 | \$ 17.65 | 8,252 | D |
| Common Stock | 11/29/2006 | | S | | 8,252 | \$ 44 ⁽²⁾ | 0 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|--------|---|
| Common Stock | 11/29/2006 | M | 18,814 | A | \$ 11.88 | 18,814 | D |
| Common Stock | 11/29/2006 | S | 18,814 | D | \$ 44 ⁽²⁾ | 0 | D |
| Common Stock | 11/29/2006 | M | 3,000 | A | \$ 8.875 | 3,000 | D |
| Common Stock | 11/29/2006 | S | 3,000 | D | \$ 44 ⁽²⁾ | 0 | D |
| Common Stock | 11/29/2006 | M | 15,000 | A | \$ 5.375 | 15,000 | D |
| Common Stock | 11/29/2006 | S | 15,000 | D | \$ 44 ⁽²⁾ | 0 | D |
| Common Stock | 11/29/2006 | M | 20,000 | A | \$ 5.5625 | 20,000 | D |
| Common Stock | 11/29/2006 | S | 20,000 | D | \$ 44 ⁽²⁾ | 0 | D |

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

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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 5.375 | 11/29/2006 | | M | 15,000 | ⁽³⁾ | 10/20/2008 | Common Stock | 15,000 |
| Incentive Stock Option (right to buy) | \$ 5.5625 | 11/29/2006 | | M | 20,000 | ⁽³⁾ | 06/05/2010 | Common Stock | 20,000 |
| Incentive Stock Option (right to buy) | \$ 11.88 | 11/29/2006 | | M | 18,814 | ⁽³⁾ | 08/13/2011 | Common Stock | 18,814 |

| | | | | | | | | |
|---|----------|------------|---|-------|-----|------------|--------------|-------|
| Incentive Stock Option (right to buy) | \$ 17.65 | 11/29/2006 | D | 7,748 | (3) | 03/11/2013 | Common Stock | 7,748 |
| Non-Qualified Stock Option (right to buy) | \$ 8.875 | 11/29/2006 | M | 3,000 | (3) | 05/28/2008 | Common Stock | 3,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.88 | 11/29/2006 | M | 1,186 | (3) | 08/13/2011 | Common Stock | 1,186 |
| Non-Qualified Stock Option (right to buy) | \$ 17.65 | 11/29/2006 | M | 8,252 | (3) | 03/11/2013 | Common Stock | 8,252 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LASTER LARRY J HUNTSVILLE, AL 35894 | | | Sr. Vice President & Treasurer | |

Signatures

By: David V. Lucas For: Larry J. Laster
 12/01/2006

__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) Immediately before the effective time of the merger of Cobalt Merger Corp. with and into the Issuer, the vesting of all unvested equity was accelerated, with all shares canceled and converted to the right to receive a cash payment of merger consideration.
 The option was cancelled in connection with the merger of Cobalt Merger Corp. with and into the Issuer and converted into a right to receive a cash payment equal to the amount by which \$44.00 (the per share merger consideration) exceeds the exercise price of the option.
 - (2) Immediately before the effective time of the merger of Cobalt Merger Corp. with and into the Issuer, all unvested options became fully vested and immediately exercisable.
 - (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.