

TRANSCONTINENTAL REALTY INVESTORS INC

Form 4

March 19, 2014

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 *
CORNA LOUIS J

2. Issuer Name and Ticker or Trading Symbol
TRANSCONTINENTAL REALTY INVESTORS INC [TCI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1603 LBJ FREEWAY, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Tax & Gen'l Counsel

DALLAS, TX 75234

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 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)			
			Code	V	Amount	(D)	Price			
Common Stock, par value \$0.01 per share	02/13/2014 ⁽¹⁾		S		200	D	\$ 15.5501	1,800	I	owned by 401K plan
Common Stock, par value \$0.01 per share	02/13/2014		S		620	D	\$ 15.5035	1,380	I	owned by 401k plan
Common Stock, par	02/13/2014		S		700	D	\$ 15.5001	480	I	owned by 401K plan

value
\$0.01 per
share

Common
Stock, p
value
\$0.01 per
share

02/13/2014

S

100

D

\$
15.4501 380

I

owned by
401K plan

Common
Stock, par
vaue 0.01
per share

02/13/2014

S

100

D

\$
15.4001 280

I

owned by
401K plan

Common
Stock, par
value
\$0.01 per
share

02/13/2014

S

280

D

\$
15.2522 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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

EVP, Tax & Gen'l Counsel

CORNA LOUIS J
1603 LBJ FREEWAY, SUITE 800
DALLAS, TX 75234

Signatures

Louis J. Corna 02/17/2014

 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) all shares owned by 401K plan account of Louis J. Corna

Remarks:

at all times all shares were owned and held by a 401K plan account. After giving effect to the transactions above, the Reporting

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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