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AMERICAN SPECTRUM REALTY INC  
Form SC 13D  
September 14, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AMERICAN SPECTRUM REALTY, INC  
-----

Name of Issuer

Common Stock, \$.01 par value  
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(Title of Class of Securities)

02970Q203  
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CUSIP Number

Michael G. Zybala  
Asst. Secretary and Counsel  
The InterGroup Corporation  
820 Moraga Drive  
Los Angeles, California 90049  
(310) 889-2500  
-----

Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications

September 3, 2004  
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Date of Event which Requires Filing of this Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

CUSIP No. 02970Q203

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1. Name of Reporting Person Tax Identification Number  
The InterGroup Corporation 13-3293645  
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2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [x]  
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3. SEC Use Only

4. Source of Funds

WC

5. Check if Disclosure of Legal Proceedings is Required pursuant to  
Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization

Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7. Sole Voting Power  
0

8. Shared Voting Power  
5,225

9. Sole Dispositive Power  
0

10. Shared Dispositive Power  
5,225

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,225 Shares of Common Stock

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares [ ]

13. Percent of Class Represented by Amount in Row 11

0.3%

14. Type of Reporting Person

CO

CUSIP No. 02970Q203

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1. Name of Reporting Person

Tax Identification Number

John V. Winfield

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [x]

3. SEC Use Only

4. Source of Funds

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PF

5. Check if Disclosure of Legal Proceedings is Required pursuant to  
Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 111,275
	8. Shared Voting Power 116,500
	9. Sole Dispositive Power 111,275
	10. Shared Dispositive Power 116,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

116,500 Shares of Common Stock

12. Check if the Aggregate Amount in Row 11 Excludes Certain Shares [ ]

13. Percent of Class Represented by Amount in Row 11

7.5%

14. Type of Reporting Person

IN

SCHEDULE 13D  
OF THE INTERGROUP CORPORATION  
AND JOHN V. WINFIELD  
REGARDING OWNERSHIP OF SECURITIES OF  
AMERICAN SPECTRUM REALTY, INC.

This Schedule 13D is being filed by The InterGroup Corporation, a Delaware Corporation ("InterGroup"), and John V. Winfield, the Chairman, President and Chief Executive Officer of InterGroup.

Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is common stock, par value \$.01 per share (the "Common Stock"), of American Spectrum Realty, Inc., a Maryland corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 5850 San Felipe, Suite 450, Houston, Texas 77057.

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Item 2. Identity and Background  
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InterGroup is a Delaware corporation with its principal place of business at 820 Moraga Drive, Los Angeles, California 90049. InterGroup is a public company whose securities are registered under Section 12(g) of the Exchange Act. The principal business of InterGroup is to own and operate multi-family residential property and other real estate. Attached hereto as Appendix A is a schedule setting forth the executive officers and directors of InterGroup. None of the named executive officers or directors was subject to any of the proceedings requiring disclosure under sections (d) or (e) of this Item.

John V. Winfield's business address is 820 Moraga Drive, Los Angeles, California 90049. Mr. Winfield principal occupation is President, Chief Executive Officer and Chairman of the Board of InterGroup. Mr. Winfield has not been subject to any proceedings requiring disclosure under sections (d) and (e) of this Item. Mr. Winfield is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.  
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InterGroup used working capital as its source of funds to purchase the shares of Common Stock. Mr. Winfield used personal funds to purchase the shares of Common Stock reported herein.

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Item 4. Purposes of Transactions.  
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InterGroup and Mr. Winfield have acquired the securities of Issuer for investment purposes. Although neither InterGroup nor Mr. Winfield have any present intention to do so, InterGroup or Mr. Winfield may make additional purchases of the securities of Issuer either in the open market or in privately negotiated transactions depending on an evaluation of the Issuer's business prospects and financial condition, the market for securities, other available investment opportunities, money and other stock market conditions and other future developments. Depending on these factors, InterGroup or Mr. Winfield may decide at any time to sell all or part of their holdings of the Issuer's securities in one or more public or private transactions.

Except as set forth in this Schedule 13D, InterGroup and John V. Winfield do not have any present plan or proposal that relate to or would result in any of the events set forth in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in the Securities of the Issuer  
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(a) InterGroup, as of September 13, 2004, may be deemed to beneficially own, for purposes of this Section 13(d) of the Exchange Act, 5,225 shares of the Common Stock of Issuer, representing approximately 0.3% of the outstanding Common Stock of Issuer.

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John V. Winfield, as of September 13, 2004, may be deemed to beneficially own for purposes of this Section 13(d) of the Exchange Act, 111,275 shares of the Common Stock of the Issuer, representing approximately 7.2% of the outstanding Common Stock of Issuer. Mr. Winfield has the sole voting and disposition power over the shares of Common Stock owned by him.

John V. Winfield may be deemed to beneficially own approximately 59.3% of the shares of the common stock of InterGroup. Mr. Winfield is also the Chairman, President and Chief Executive Officer of InterGroup. In those capacities, Mr. Winfield can be deemed to have shared power with InterGroup to direct the voting and disposition of the Common Shares owned by InterGroup. To the extent that Mr. Winfield is deemed to beneficially own, for purposes of Section 13(d), the Common Stock owned by InterGroup, he would beneficially own 7.5% of the Common Stock of Issuer.

The above percentages were determined based on the Issuer's representations in its latest filing on Form 10-Q with the Securities and Exchange Commission that it had 1,556,897 shares of Common Stock outstanding as of July 28, 2004.

(b) As the Chairman, President, Chief Executive Officer and controlling shareholder of InterGroup, John V. Winfield shares the voting power and disposition power with respect to the Common Stock owned by InterGroup.

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(c) During the past sixty (60) days, the following transactions were effected in the Common Stock of Issuer by InterGroup or Mr. Winfield:

Identity	Date	Amount	Average Price per Share	Nature of Transaction
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Winfield	9/03/04	16,500	\$6.659	Open Market Purchase
Winfield	9/07/04	8,800	\$7.518	Open Market Purchase
Winfield	9/08/04	9,300	\$7.766	Open market Purchase
Winfield	9/10/04	1,800	\$7.204	Open Market Purchase
Winfield	9/13/04	7,400	\$7.921	Open market Purchase

(d) No person other than InterGroup, with respect to its shares, or Mr. Winfield, with respect to his shares, has the right to receive or the power to direct the receipt of dividends from, and the proceeds from the sale of, the shares beneficially owned by each.

(e) Inapplicable.

Item 6. Contracts, Agreements, Understandings or Relationships with Respect to Securities of the Issuer

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None.

Item 7. Material to be Filed as Exhibits

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None.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 13, 2004  
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THE INTERGROUP CORPORATION

By: /s/ John V. Winfield  
-----

John V. Winfield, Chairman  
President and Chief Executive Officer

Dated: September 13, 2004  
-----

/s/ John V. Winfield  
-----

John V. Winfield

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APPENDIX A

THE INTERGROUP CORPORATION  
Executive Officers and Directors\*

- John V. Winfield - Chairman of the Board, President and Chief Executive Officer, The InterGroup Corporation.  
Citizenship: United States
- William J. Nance - Director. Principal Occupation: Certified Public Accountant ("CPA") and Consultant.  
Citizenship: United States
- Gary N. Jacobs - Secretary and Director. Principal Occupation: Executive Vice President, Secretary and General Counsel MGM Mirage.  
Citizenship: United States
- John C. Love - Director. Principal Occupation: CPA, Independent consultant to the hospitality and tourism industries; real estate broker.  
Citizenship: United States
- Joseph A. Grunwald - Vice Chairman of the Board. Principal Occupation: Industrial, commercial and residential real estate developer.  
Citizenship: Belgium
- Mildred Bond  
Roxborough - Director. Principal Occupation: Private consultant to the NAACP.  
Citizenship: United States
- David C. Gonzalez - Vice President Real Estate, The InterGroup Corporation.  
Citizenship: United States
- David T. Nguyen - Treasurer and Controller, The InterGroup Corporation.  
Citizenship: United States.

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Michael G. Zybala - Assistant Secretary and Counsel.  
Citizenship: United States

\* Business Address: The business address for all executive officers and directors is c/o The InterGroup Corporation, 820 Moraga Drive, Los Angeles, California 90049