

LUCAS DAVID VANCE
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 *
LUCAS DAVID VANCE

(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)
11/21/2006

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)

V. President & General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/21/2006		M		21,597	A	\$ 11.88
Common Stock	11/21/2006		M		5,403	A	\$ 11.88
Common Stock	11/21/2006		M		504	A	\$ 21.6
Common Stock	11/21/2006		M		10,746	A	\$ 21.6
Common Stock	11/29/2006		M		3,750	A	\$ 21.6
							53,518
							58,921
							59,425
							70,171
							73,466

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Common Stock	11/29/2006	S	3,750	D	\$ 44 (1)	69,716	D
Common Stock	11/29/2006	M	3,000	A	\$ 11.88	72,716	D
Common Stock	11/29/2006	S	3,000	D	\$ 44 (1)	69,716	D
Common Stock	11/29/2006	D	69,716	D	\$ 44 (2)	0	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 11.88	11/21/2006		M	21,597	(3) 08/13/2011	08/13/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 11.88	11/29/2006		M	3,000	(3) 08/13/2011	08/13/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 21.6	11/21/2006		M	504	05/15/2004(3)	05/15/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 21.6	11/29/2006		M	3,750	05/15/2004(3)	05/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.88	11/21/2006		M	5,403	(3) 08/13/2011	08/13/2011	Common Stock
Non-Qualified Stock Option	\$ 21.6	11/21/2006		M	10,746	05/15/2004(3)	05/15/2013	Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCAS DAVID VANCE			V. President & General Counsel	
HUNTSVILLE, AL 35894				

Signatures

David V. Lucas 12/01/2006

**Signature of Date
Reporting Person

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).
- The option was cancelled in connection with the merger of Cobalt Merger Corp. with and into the Issuer and converted into a right to
- (1) 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, 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.
 - (3) 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.

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.