

India Globalization Capital, Inc.

Form 4

November 20, 2014

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 *
PRINS RICHARD K

2. Issuer Name **and** Ticker or Trading
Symbol
India Globalization Capital, Inc.
[IGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2014

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

PO BOX 60642

(Street)

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

POTOMAC, MD 20859

(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 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	(A) or (D)	Price
Common stock	04/04/2014		G	V	1,500	D	\$ 0 96,000
Common stock	04/11/2014		G	V	1,500	D	\$ 0 94,500
Common stock	04/17/2014		G	V	1,500	D	\$ 0 93,000
Common stock	04/25/2014		G	V	1,500	D	\$ 0 91,500
Common stock	05/02/2014		G	V	1,500	D	\$ 0 90,000

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Common stock	05/09/2014	G	V	1,500	D	\$ 0	88,500	D
Common stock	05/16/2014	G	V	1,500	D	\$ 0	87,000	D
Common stock	05/23/2014	G	V	8,000	D	\$ 0	79,000	D
Common stock	05/30/2014	G	V	1,000	D	\$ 0	78,000	D
Common stock	06/06/2014	G	V	1,000	D	\$ 0	77,000	D
Common stock	06/13/2014	G	V	1,000	D	\$ 0	76,000	D
Common stock	06/20/2014	G	V	1,000	D	\$ 0	75,000	D
Common stock	06/27/2014	G	V	1,000	D	\$ 0	74,000	D
Common stock	07/03/2014	G	V	1,000	D	\$ 0	73,000	D
Common stock	07/11/2014	G	V	1,000	D	\$ 0	72,000	D
Common stock	07/18/2014	G	V	1,000	D	\$ 0	71,000	D
Common stock	07/25/2014	G	V	1,000	D	\$ 0	70,000	D
Common stock	08/01/2014	G	V	1,000	D	\$ 0	69,000	D
Common stock	08/08/2014	G	V	1,000	D	\$ 0	68,000	D
Common stock	08/15/2014	G	V	1,000	D	\$ 0	67,000	D
Common stock	08/22/2014	G	V	1,000	D	\$ 0	66,000	D
Common stock	08/29/2014	G	V	1,000	D	\$ 0	65,000	D
Common stock	09/08/2014	G	V	1,000	D	\$ 0	64,000	D
Common stock	09/12/2014	G	V	1,000	D	\$ 0	63,000	D
Common stock	09/19/2014	G	V	1,000	D	\$ 0	62,000	D
	09/26/2014	G	V	1,000	D	\$ 0	61,000	D

Common
stock

Common stock	10/03/2014	G	V	1,000	D	\$ 0	60,000	D
Common stock	10/16/2014	A		<u>250,000</u> (1)	A	\$ 0	308,000	D
Common stock	10/16/2014	A		<u>50,000</u> (2)	A	\$ 0	358,000	D
Common stock	10/27/2014	G	V	1,000	D	\$ 0	59,000	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. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
PRINS RICHARD K PO BOX 60642 POTOMAC, MD 20859	X

Signatures

/s/Richard Prins	11/20/2014
**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) Represents shares of Restricted Stock awarded pursuant to a special grant approved by the Issuer's shareholders at the 2014 Annual Meeting of Stockholders. The shares vest upon certain performance metrics being achieved.
- (2) Represents shares of Common Stock awarded pursuant to the Issuer's 2008 Omnibus Incentive Plan.

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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