

GENERAL AMERICAN INVESTORS CO INC
 Form 5
 February 11, 2013

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 ALTSCHUL ARTHUR G JR

(Last) (First) (Middle)

C/O OVERBROOK
 MANAGEMENT CORP, 122 E.
 42ND STREET, SUITE 2500

(Street)

NEW YORK, NY 10168

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GENERAL AMERICAN INVESTORS CO INC [GAM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------|--|--|---|
| | | | | (A) Amount | or (D) Price | | | |
| Common Stock | 12/28/2012 | Â | J ⁽¹⁾ | 347 | A \$ 28.135 | 7,331 | I | Director has POA for owner. ⁽³⁾ |
| Common Stock | 12/31/2012 | Â | G | 4,429 | D \$ 27.8226 | 2,902 | I | Director had POA for owner. ⁽⁶⁾ |

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| | | | | | | | | | |
|-----------------------|------------|---|---|---------------|---|------------|----------------|---|---|
| Common Stock | 12/31/2012 | Â | J | 2,902 (7) | D | \$ 27.8226 | 0 | I | Director had POA for the owner. |
| 5.95% Preferred Stock | 12/31/2012 | Â | G | 11,200 (6) | D | \$ 25.5401 | 0 | I | Director had POA for owner. |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,143 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 78,207 | I | Director is a Trustee (4) |
| 5.95% Preferred stock | Â | Â | Â | Â | Â | Â | 61,400 | I | Director is Trustee and Beneficiary (2) |
| 5.95% Preferred Stock | Â | Â | Â | Â | Â | Â | 4,000 | I | Trustee (4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 161,033 (2) | I | TTEE & Beneficiary |
| Common Stock | Â | Â | Â | Â | Â | Â | 142,165 | I | FDN Director (8) |
| Common Stock | Â | Â | Â | Â | Â | Â | 24,460 | I | Trust Beneficiary (5) |

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. of D Sc B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ALTSCHUL ARTHUR G JR C/O OVERBROOK MANAGEMENT CORP 122 E. 42ND STREET, SUITE 2500 NEW YORK, NY 10168 | X | ^ | ^ | ^ |

Signatures

Arthur G. Altschul, Jr. 02/11/2013

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) Shares received as dividends.
- (2) Director is both a trustee and the beneficiary of various trusts.
- (3) Director has POA for his mother.
- (4) Director is a trustee of various trusts. He disclaims any beneficial interest in these shares.
- (5) Director is the beneficiary of a trust.
- (6) Director had POA for his mother. Shares were gifted to a dynasty trust.
- (7) Director no longer has POA over these shares.
- (8) Director is a director of a private non-profit foundation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.