

GENERAL AMERICAN INVESTORS CO INC
 Form 5
 February 02, 2017

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL
 OMB Number: 3235-0362
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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 *
 Priest Jeffrey W
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

GENERAL AMERICAN INVESTORS COMPANY, INC., 100 PARK AVENUE - 35TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

NEW YORK, NY 10017

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 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) or (D)	Amount or Price			
Common Stock	12/30/2016		J(1)	6,054 A	\$ 31.375	68,639	D	
Common Stock	12/30/2016		J(1)	1,092 A	\$ 31.375	12,222 (2)	I	By Nonprofit Trust (3)

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Common Stock	12/30/2016	Â	J ⁽⁴⁾	3,248	A	\$ ⁽⁴⁾	14,147	I	By Thrift Plan Trust ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	18,883	I	By Parent ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	48,905	I	By Power of Attorney ⁽³⁾
5.95% Preferred Stock	Â	Â	Â	Â	Â	Â	11,300	I	By Nonprofit Trust ⁽³⁾
5.95% Preferred Stock	Â	Â	Â	Â	Â	Â	2,739	I	By Parent ⁽³⁾
5.95% Preferred Stock	Â	Â	Â	Â	Â	Â	16,121	I	By Power of Attorney ⁽³⁾

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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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 Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â	Â	Â President & CEO	Â

Priest Jeffrey W
GENERAL AMERICAN INVESTORS COMPANY, INC.
100 PARK AVENUE - 35TH FLOOR
NEW YORK, NY 10017

Signatures

/s/ Jeffrey W. 02/02/2017
Priest

__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).
- (1) Shares received in payment of dividends.
In the original Form 4 containing this line item filed on November 16, 2016, the amount of securities beneficially held was incorrectly reported as 8,170 shares. The correct number of shares that should have been reported was 11,130 shares. This also affected a Form 4 filed on December 14, 2016. The Form 4 filed on January 10, 2017 should have reflected 12,167 shares to include 1,092 reinvestment shares received on December 30, 2016.
- (3) Mr. Priest has dispositive power but disclaims any beneficial interest in these shares.
- (4) The securities reported herein were acquired on a periodic basis in open market transactions at the prevailing market price pursuant to the Issuer's Employees' Thrift Plan. The information is based upon a statement as of 12/31/2016 issued by the Plan Administrator.
- (5) By Issuer's Employees' Thrift Plan Trust. The undersigned disclaims any beneficial interest in these shares.

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.