

Priest Jeffrey W
 Form 5
 January 30, 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 *
 Priest Jeffrey W

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

(Last) (First) (Middle)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|--|--------------------------|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/28/2012 | | J ⁽¹⁾ | 1,461 | A | \$ 28.135 | 30,841 | D | |
| Common Stock | 12/28/2012 | | J ⁽¹⁾ | 103 | A | \$ 28.135 | 2,175 | I | By Parent ⁽²⁾ |
| Common Stock | 12/28/2012 | | J ⁽¹⁾ | 507 | A | \$ 28.135 | 10,703 | I | By Power of |

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| | | | | | | | | | Attorney (2) |
|-----------------------|------------|---|------|-------|---|--------|--------|---|-----------------------------|
| Common Stock | 12/31/2012 | Â | J(3) | 2,293 | A | \$ (3) | 4,158 | I | By Thrift Plan Trust (4) |
| 5.95% Preferred Stock | Â | Â | Â | Â | Â | Â | 1,739 | I | By Parent (2) |
| 5.95% Preferred Stock | Â | Â | Â | Â | Â | Â | 13,121 | I | By Power of Attorney (2) |
| 5.95% Preferred Stock | Â | Â | Â | Â | Â | Â | 2,000 | I | By Children (5) |

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. of D Se 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 |
| Priest Jeffrey W GENERAL AMERICAN INVESTORS COMPANY, INC. 100 PARK AVENUE - 35TH FLOOR NEW YORK, NY 10017 | Â | Â | Â President | Â |

Signatures

/s/Jeffrey W.
Priest

01/30/2013

**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 in payment of dividends.
- (2) Mr. Priest has voting and dispositive power and disclaims beneficial interest.
- (3) The securities reported herein were acquired on a periodic basis in open market transactions at the then prevailing market prices pursuant to the Issuer's Employees' Thrift Plan. The information is based upon a statement as of 12/31/2012 issued by the Plan Administrator.
- (4) By issuer's Employees' Thrift Plan Trust. The undersigned disclaims any beneficial interest in these shares.
- (5) Mr. Priest has pecuniary interest.

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.