

GENERAL AMERICAN INVESTORS CO INC
 Form 4
 November 16, 2016

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 *
 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 & CEO

(Last) (First) (Middle)
 GENERAL AMERICAN INVESTORS COMPANY, INC., 100 PARK AVENUE - 35TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2016

(Street)
 NEW YORK, NY 10017

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

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/14/2016 | | P | V Amount (A) or (D) \$ 30.08 | 18,883 | I | By Parent (2) |
| Common Stock | 11/14/2016 | | P | V Amount (A) or (D) \$ 30.08 | 48,905 | I | By Power of Attorney (2) |
| Common Stock | | | | | 62,585 | D | |

| | | | | | | | | | |
|-----------------------|------------|--|---|-------|---|---------------|---------------|--------------------------|--------------------------|
| Common Stock | | | | | | 10,899 | I | By Thrift Plan Trust (1) | |
| Common Stock | | | | | | 8,170 (2) (3) | I | By Nonprofit Trust | |
| 5.95% Preferred Stock | 11/15/2016 | | P | 350 | A | \$ 25.993 | 2,089 | I | By Parent (2) |
| 5.95% Preferred Stock | 11/15/2016 | | P | 1,050 | A | \$ 25.993 | 14,171 | I | By Power of Attorney (2) |
| 5.95% Preferred Stock | 11/14/2016 | | P | 4,300 | A | \$ 25.9023 | 7,300 (2) (3) | I | By Nonprofit Trust |

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Priest Jeffrey W GENERAL AMERICAN INVESTORS COMPANY, INC. | Director 10% Owner Officer President & CEO |

100 PARK AVENUE - 35TH FLOOR
NEW YORK, NY 10017

Signatures

/s/ Jeffrey W.
Priest

11/16/2016

 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) By Issuer's Employees' Thrift Plan Trust. The undersigned disclaims any beneficial interest in these shares.
 - (2) Mr. Priest has voting and dispositive power but disclaims any beneficial interest.
 - (3) Existing shares held prior to Mr. Priest being appointed Treasurer of Innisfree Foundation.

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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