EAGLE CAPITAL GROWTH FUND, INC.

Form 4/A

September 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sims David C

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

EAGLE CAPITAL GROWTH

FUND, INC. [GRF]

3. Date of Earliest Transaction

(Month/Day/Year)

225 E. MASON STREET, SUITE

08/27/2014

X_ Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

CFO, COO & Secretary

(Middle)

(Zip)

(City)

802

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year) 08/29/2014

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Issuer

MILWAUKEE, WI 53202

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	ansaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported			
				or		Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)			
Common	00/27/2014		D (1)	160	٨	477	50.200	D		
Stock	08/27/2014		P(1)	160	A	\$ 1.1	50,290	D		
Common Stock	08/27/2014		P(1)	2,430	A	\$ 7.71	52,720	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title No	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Sims David C 225 E. MASON STREET **SUITE 802** MILWAUKEE, WI 53202

CFO, COO & Secretary

Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney

09/04/2014

**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).
- The reporting person is amending the Form 4 originally filed to report this acquisition for purposes of reflecting a different transaction code applicable to the acquisition.

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

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