

GENERAL AMERICAN INVESTORS CO INC
 Form 5
 February 13, 2014

FORM 5

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

OMB APPROVAL

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 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)
 12/31/2013

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)
Common Stock	12/31/2013	^	J ⁽¹⁾	2,212 A \$ ⁽¹⁾	6,370	I	By Thrift Plan Trust ⁽²⁾
Common Stock	01/31/2013	^	J ⁽³⁾	637 A \$ 29.06	31,478	D	^
	12/31/2013	^	J ⁽³⁾	1,881 A	33,359	D	^

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Common Stock						\$ 34.475			
Common Stock	01/31/2013	Â	J ⁽³⁾	45	A	\$ 29.06	4,220	I	By Parent ⁽⁴⁾
Common Stock	12/30/2013	Â	J ⁽³⁾	253	A	\$ 34.475	4,473	I	By Parent ⁽⁴⁾
Common Stock	01/31/2013	Â	J ⁽³⁾	220	A	\$ 29.06	17,426	I	By Power of Attorney ⁽⁴⁾
Common Stock	12/30/2013	Â	J ⁽³⁾	1,050	A	\$ 34.475	18,476	I	By Power of Attorney ⁽⁴⁾
5.95% Preferred Stock	Â	Â	Â	Â	Â	Â	1,739	I	By Parent ⁽⁴⁾
5.95% Preferred Stock	Â	Â	Â	Â	Â	Â	13,121	I	By Power of Attorney ⁽⁴⁾

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 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 I F I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

/s/Jeffrey W. 02/13/2014
 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) The securities reported herein were acquired on a periodic basis in open market transactions at the prevailing market prices pursuant to the Issuer's Employees' Thrift Plan. The information is based upon a statement as of 12/31/2013 issued by the Plan Administrator.
- (2) By Issuer's Employees' Thrift Plan Trust. The undersigned disclaims any beneficial interest in these shares.
- (3) Shares received in payment of dividends.
- (4) Mr. Priest has voting and dispositive power and disclaims beneficial 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.