

GENERAL AMERICAN INVESTORS CO INC  
 Form 5/A  
 February 10, 2017

# 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 \*  
**GORDAN JOHN D III**

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)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O GENERAL AMERICAN INVESTORS COMPANY, 100 PARK AVENUE - 35TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/09/2017

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) | Amount (A) or Price (D)           | 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                    | 12/30/2016                           | ^  | J <sup>(1)</sup>               | A   | \$ 1,042 <sup>(2)</sup><br>31.375 | 11,666 <sup>(2)</sup><br>3 <sup>(3)</sup>  | D  | ^   |
| Common Stock                    | 12/30/2016                           | ^  | J <sup>(1)</sup>               | A   | \$ 326<br>31.375                  | 3,656  | I  | By Spouse <sup>(4)</sup>                              |
| 5.95% Preferred Stock           | ^                                    | ^  | ^                              | ^   | ^                                 | 1,000  | D  | ^   |

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

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SEC 2270  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Number of Shares              |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GORDAN JOHN D III  
C/O GENERAL AMERICAN INVESTORS COMPANY  
100 PARK AVENUE - 35TH FLOOR  
NEW YORK, NY 10017

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## Signatures

/s/ John D. Gordan III 02/10/2017

\*\*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) Amended to correct the amount of shares originally reported.
- (3) Includes 3,656 shares held in an IRA account.
- (4) Held by wife, Catherine M.S. Gordan. I disclaim any beneficial ownership of these shares.

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**Remarks:**

Amendment to correct the over statement of shares received in payment of dividends. Amount originally reported was 3,656 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.

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