SCHMELTZ PEGGY L

securities beneficially owned directly or indirectly.

Form 5/A

February 11, 2010

# FORM 5

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per OWNERSHIP OF SECURITIES 5 obligations response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

1. Name and Address of Reporting Person * SCHMELTZ PEGGY L	2. Issuer Name and Ticker or Trading Symbol EAGLE CAPITAL GROWTH FUND, INC. [GRF]	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) 12/31/2009	XDirector10% OwnerOfficer (give title below)Other (specify below)			
205 E. WISCONSIN AVENUE SUITE 120	12/31/2007				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 02/08/2010	6. Individual or Joint/Group Reporting  (check applicable line)			
MILWAUKEE, WI 53202		_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			

			Person						
(City)	(State)	(Zip) Tab	le I - Non-Der	rivative Secu	rities	Acquir	red, Disposed of,	or Beneficiall	y 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 (A) or Disposition (Instr. 3, 4 a	osed o		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	12/28/2009	Â	J <u>(1)</u>	139.594	A	\$ <u>(1)</u>	25,937.702 (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	12,200 (3) (4)	I	By Spouse
Reminder: Report on a separate line for each class of		Persons who respond to the collection of information						SEC 2270	

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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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. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

Of D Se

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SCHMELTZ PEGGY L 205 E. WISCONSIN AVENUE SUITE 120 MILWAUKEE, WI 53202	ÂX	Â	Â	Â		

## **Signatures**

/s/ Fred B. Green, as attorney-in-fact 02/11/2010

\*\*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) Acquisition through DRIP.
- (2) The amount of securities beneficially owned following reported transaction inadvertently did not include the transaction in the Form 4 filed March 17, 2009.
- (3) The total inadvertently did not include the transactions in the Form 4 filed March 17, 2009.
- (4) The reporting person disclaims beneficial onwership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or otherwise.

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.

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