Form 5/A											
February 25,									PROVAL		
FORN	RITIES AND EXCHANGE COMMISSION shington, D.C. 20549					OMB Number: Expires:	3235-0362 January 31,				
5 obligations O may continue.			ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:2005Estimated averageburden hours perresponse1.0			
<i>See</i> Instru 1(b). Form 3 He Reported Form 4 Transactic Reported	Filed pur oldings Section 17(suant to Section 3 a) of the Public U 30(h) of the In	tility Holdir	ng Compa	ny Ao	ct of 1	935 or Section	1			
Zalenko Neal F. Sym EA			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) (1	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)Officer (give t below)			title 10% Owner Other (specify below)					
260 E. BRC	WN ST., SUITE		2012								
	(Street)		endment, Date onth/Day/Year) 2013	Original		6	5. Individual or Jos (check	int/Group Rep	-		
BIRMING	HAM, MI 480	09				-	X_ Form Filed by C Form Filed by M Person				
(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Sec	urities	Acqui	red, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	(A) or Dis (Instr. 3, 4)	sposed	of (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	12/28/2012	Â	J <u>(1)</u>	150.18 (2)	А	\$ 7.07	3,074.93	D	Â		
Reminder: Report on a separate line for each class of			Persons who respond to the collection of information						SEC 2270		

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

Zalenko Neal F.

Persons who respond to the collection of informationSEC 2270contained in this form are not required to respond unless(9-02)the form displays a currently valid OMB control number.(9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Zalenko Neal F. - Form 5/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Zalenko Neal F. 260 E. BROWN ST., SUITE 200 BIRMINGHAM, MI 48009	ÂX	Â	Â	Â			
Signatures							
/s/ Fred B. Green, ass attorney-in-fact	02						

**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) Previously incorrectly reported as 129.33 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. 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.