

GOLDSTEIN PHILLIP  
Form 4  
July 31, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN PHILLIP**

2. Issuer Name and Ticker or Trading Symbol  
**SPECIAL OPPORTUNITIES FUND, INC. [SPE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**60 HERITAGE DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/30/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and Secretary**

**PLEASANTVILLE, NY 10570**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 30,062  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 117   | I <sup>(1)</sup>   | By Spouse's IRA                   |

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

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SEC 1474 (9-02)



## 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 Reporting Person disclaims beneficial ownership of the securities owned by his spouse and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Transferable subscription rights ("Rights") were issued on a pro rata basis to stockholders of record as of June 15, 2012 in connection with a rights offering by the Issuer, at the rate of one Right for each ten shares of common stock owned (the "Basic Subscription Right"). Each Right entitled its holder to purchase one share of 3.00% Convertible Preferred Stock, Series A ("Preferred Stock") at a subscription price of \$50 per share. Pursuant to the terms of the offering, a stockholder who elected to purchase the maximum amount of Preferred Stock that such stockholder was entitled to purchase pursuant to its Basic Subscription Right was also entitled to purchase additional shares of Preferred Stock that were not purchased by the other stockholders pursuant to their Basic Subscription Rights (the "Over-Subscription Privilege").

(3) The rights offering expired on July 23, 2012 and shares of Preferred Stock were allocated by the transfer agent to purchasing stockholders on or about July 30, 2012.

(4) Includes shares of Preferred Stock acquired pursuant to the exercise of the Over-Subscription Privilege.

(5) The shares of Preferred Stock are convertible into common stock immediately upon issuance at the ratio of three shares of common stock for every one share of Preferred Stock, subject to adjustment.

(6) The shares of Preferred Stock will be redeemed by the Issuer if not converted prior to July 24, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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