# Edgar Filing: CENTRAL SECURITIES CORP - Form N-CSRS 

CENTRAL SECURITIES CORP

## Form N-CSRS

July 28, 2006

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                                    UNITED STATES
                                    SECURITIES AND EXCHANGE COMMISSION
                                    Washington, D.C. 20549
                                    FORM N-CSRS
                                    CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENTINVESTMENT COMPANIES
Investment Company Act File Number 811-179
Name of registrant as specified in charter: Central Securities Corporation
Address of principal executive offices:
6 3 0 ~ F i f t h ~ A v e n u e
Suite 820
New York, New York 10111
Name and address of agent for service:
Central Securities Corporation, Wilmot H. Kidd, President
630 Fifth Avenue
Suite 820
New York, New York 10111
Registrant's telephone number, including area code: 212-698-2020
Date of fiscal year end: December 31, 2006
Date of reporting period: June 30, 2006
Item 1. Reports to Stockholders.
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CENTRAL SECURITIES CORPORATION

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SEMI-ANNUAL REPORT
    JUNE 30, 2006
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CENTRAL SECURITIES CORPORATION
(Organized on October 1, 1929 as an investment company, registered as such with the Securities and Exchange Commission under the provisions of the Investment Company Act of 1940.)


[2]

To the Stockholders of
Central Securities Corporation:

Financial statements for the six months ended June 30,2006 reviewed by our independent registered public accounting firm and other pertinent information are submitted herewith.

Comparative net assets are as follows:

|  | $\begin{gathered} \text { June 30, } \\ 2006 \\ \text { (Unaudited) } \end{gathered}$ | $\begin{gathered} \text { December 31, } \\ 2005 \end{gathered}$ |
| :---: | :---: | :---: |
| Net assets | \$600,191,449 | \$573,979,905 |
| Net assets per share of Common Stock | 29.69 | 27.65 |
| Shares of Common Stock outstanding | 20,215,359 | 20,762,159 |

Comparative operating results are as follows:

|  | Six months ended June 30, |  |
| :---: | :---: | :---: |
|  | $\begin{gathered} 2006 \\ \text { (Unaudited) } \end{gathered}$ | $\begin{gathered} 2005 \\ \text { (Unaudited) } \end{gathered}$ |
| Net investment income | \$ 5,975,548 | \$ 4,385,01 |
| Per share of Common Stock | . 29* | 22* |
| Net realized gain on sale of investments | 17,949,636 | 33,035,041 |
| Increase in netunrealized appreciation of investments | $19,834,895$ | $5,539,894$ |
| Increase in netassets resulting from operations | $43,760,079$ | 42,959,949 |
| Per-share data are based on the average number of Common shares outstanding. |  |  |
| A dividend of $\$ .20$ per share of Common Stock was paid on June 23, 2006. Stockholders will be sent a notice concerning the taxability of all 2006 distributions in January 2007. |  |  |
| During the first six months of 2006 the Corporation repurchased 546, 800 |  |  |
| Corporation may from time to time purchase Comm such prices as the Board of Directors may deem of stockholders. Purchases may be made on the A transactions directly with stockholders. | ock in such am able in the be an Stock Excha | unts and at interests ge or in |
| Stockholders' inquiries are welcome. |  |  |

Central Securities Corporation

Wilmot H. Kidd, President

630 Fifth Avenue
New York, NY 10111
July 25, 2006

TEN LARGEST INVESTMENTS<br>June30, 2006<br>(Unaudited)

|  | Cost | Value |
| :---: | :---: | :---: |
|  | (millions) |  |
| The Plymouth Rock Company, Inc. | \$ 2.2 | \$119.0 |
| Brady Corporation | 3.5 | 33.5 |
| Murphy Oil Corporation | 3.7 | 33.5 |
| Convergys Corporation | 24.1 | 30.2 |
| The Bank of New York Company, Inc. | 15.5 | 28.2 |
| Kerr-McGee Corporation | 11.7 | 27.7 |
| Capital One Financial Corporation | 1.4 | 25.6 |

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## (a) Stock split.

## Issues

Value

Common Stocks:
Insurance ................................... 3
Energy ......................................................................... 6
Electronics ................................................................... 8
Manufacturing .............................................................. 4
Banking and Finance ................................................... 2
Business Services ........................ 4
Information Technology Services .......... 3
Chemicals
4
Health Care .............................. 3
Other $\qquad$
\$120,494,000 106,331,316 82,979,900 $77,963,900$ $53,810,000$ 50,845,888 25,119,166 17,395,720 14,573,700 7,961,530

## FINANCIAL HIGHLIGHTS



Prin. Amt. or Shares Value --------- ----Banking and Finance 9.0\%

875,000
300,000

400,200
1,550,000
100,000
320,000

100,000
620,000
150,000
40,328

900,000
500,000

800,000
430,000
100,000
255,000
980,000
200,000
2,000,000
$2,000,000$

234,328
400,000
520,200
600,000
160,000
1,100,000

120,000
450,000
140,000

The Bank of New York Company, Inc
\$ 28,175,000
Capital One Financial Corporation
$25,635,000$
53, 810, 000
Business Services 8.5\%
Ceridian Corporation(a) ................................ 9, 780,888

Hewitt Associates, Inc.(a) .................... 2, 248, 000

8,592,000
$50,845,888$
Chemicals 2.9\%
The Dow Chemical Company .................... 3, 903,000


Tronox Inc. Class B
531, 120
$17,395,720$
Communications 1.2\%


7,099,000
Electronics 13.8\%
Agilent Technologies, Inc.(a) ................ 25,248,000
Analog Devices, Inc. ................................... 13,820,200
Cirrus Logic, Inc.(a) ............................................ 814,000





82,979,900

## Energy 17.7\%

Chevron Corporation .......................... 14, 542, 396



Nexen Inc. . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .
9,046,400
TransMontaigne Inc. (a)
$12,331,000$
106,331,316
Health Care 2.4\%
Abbott Laboratories
5,233,200

Vical Inc.(a) 777,000
$14,573,700$


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STATEMENT OF ASSETS AND LIABILITIES<br>June 30, 2006<br>(Unaudited)

```
ASSETS:
    Investments:
        General portfolio securities at market value
        (cost $233,058,568) (Note 1)
        Securities of affiliated companies (cost $2,199,986)
        (Notes 1, }5\mathrm{ and 6)
    Short-term investments (cost $46,159,619)
    Cash, receivables and other assets:
    Cash
    Dividends and interest receivable
    Office equipment and leasehold improvements, net
    Prepaid expenses and other assets
            Total Assets
LIABILITIES:
    Payable for securities purchased
    Accrued expenses and reserves
    Total Liabilities
NET ASSETS
NET ASSETS are represented by:
    Common Stock $1 par value: authorized
        30,000,000 shares; issued 20,820,859 (Note 2)
    Surplus:
            Paid-in
            Undistributed net gain on sales of investments
            Undistributed net investment income
    Net unrealized appreciation of investments
    Treasury stock, at cost (605,500 shares of Common Stock)
            (Note 2)
NET ASSETS
NET ASSET VALUE PER COMMON SHARE
    (20,215,359 shares outstanding)
```

                See accompanying notes to financial statements.
    ```
Income:
    Dividends (net of foreign withholding taxes of $2,089)
    Interest
Expenses:
    Administration and operations
    Occupancy costs
    Investment research
    Franchise and miscellaneous taxes
    Directors' fees
    Stationery, supplies, printing and postage
    Listing, software and sundry fees
    Insurance
    Legal, auditing and tax fees
    Travel and telephone
    Transfer agent and registrar fees and expenses
    Custodian fees
    Miscellaneous
Net investment income
NET REALIZED AND UNREALIZED GAIN
    ON INVESTMENTS
Net realized gain from security transactions
Net increase in unrealized appreciation of investments
    Net gain on investments
NET INCREASE IN NET ASSETS RESULTING FROM
    OPERATIONS
```

See accompanying notes to financial statements.
[9]

STATEMENTS OF CHANGES IN NET ASSETS

For the six months ended June 30, 2006
and the year ended December 31, 2005

## FROM OPERATIONS:


Net realized gain on investments
Net increase in unrealized appreciation of investments

Increase in net assets resulting from operations

DISTRIBUTIONS TO STOCKHOLDERS FROM:
Net investment incomeNet realized gain from investment transactionsDecrease in net assets from distributions
FROM CAPITAL SHARE TRANSACTIONS: (Note 2)
Distribution to stockholders reinvested in Common Stock
Cost of shares of Common Stock repurchased
Increase (decrease) in net assets from capital
share transactions
Total increase in net assets
NET ASSETS:
Beginning of period
End of period (including undistributed net investment incomeof $\$ 3,281,134$ and $\$ 136,692$, respectively)
See accompanying notes to financial statements.[10]
STATEMENT OF CASH FLOWS
For the six months ended June 30, 2006(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:
Net increase in net assets from operations
Adjustments to net increase in net assets
from operations:
Purchase of securities(\$44,
Proceeds from securities sold50
Net sales of short-term investments
Net realized gain from investments(17,
Increase in unrealized appreciation(19
Depreciation and amortizationChanges in operating assets and liabilities:
Decrease in dividends and interest receivable
Increase in office equipment and
leasehold improvements
Decrease in other assetsIncrease in payable for securities purchasedDecrease in accrued expenses and reserves
Total adjustments
Net cash provided by operating activities
Cash flows from financing
ACTIVITIES:
Dividends paid(4,
Treasury shares repurchased ..... (13)
Cash flows used in financing activities

Net decrease in cash
Cash at beginning of period

Cash at end of period
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:
Non-cash financing activities not included herein consist of:
Payable for treasury shares repurchased

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS -- (unaudited)

1. Significant Accounting Policies -- The Corporation is registered under the Investment Company Act of 1940, as amended, as a non-diversified, closed-end management investment company. The following is a summary of the significant accounting policies consistently followed by the Corporation in the preparation of its financial statements. The policies are in conformity with U.S. generally accepted accounting principles.

Security Valuation -- Securities are valued at the last or closing sale price or, if unavailable, at the closing bid price. Corporate discount notes and U.S. Treasury Bills are valued at amortized cost, which approximates market value. Securities for which no ready market exists, including The Plymouth Rock Company, Inc. Class A Common Stock, are valued at estimated fair value by the Board of Directors.

Federal Income Taxes -- It is the Corporation's policy to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its taxable income to its stockholders. Therefore, no Federal income taxes have been accrued.

Use of Estimates -- The preparation of the financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates.

Other -- Security transactions are accounted for as of the date the securities are purchased or sold, and cost of securities sold is determined by specific identification. Dividend income and distributions to stockholders are recorded on the ex-dividend date.
2. Common Stock -- The Corporation repurchased 546,800 shares of its Common Stock in the first six months of 2006 at an average price of $\$ 24.69$ per share, representing an average discount from net asset value of $13.41 \%$. It may from time to time purchase Common stock in such amounts and at such prices as the Board of Directors may deem advisable in the best interests of the stockholders. Purchases will only be made at less than net asset value per share, thereby increasing the net asset value of shares held by the remaining stockholders. Shares so acquired may be held as treasury stock, available for optional stock distributions, or maybe retired.
3. Investment Transactions -- The aggregate cost of securities purchased and the aggregate proceeds of securities sold during the six months ended June 30, 2006, excluding short-term investments, were $\$ 44,532,787$ and $\$ 50,042,805$, respectively.

As of June 30, 2006, based on cost for Federal income tax purposes, the aggregate gross unrealized appreciation and depreciation for all securities were $\$ 328,565,140$ and $\$ 6,348,574$, respectively.
4. Operating Expenses -- The aggregate remuneration paid during the six months ended June 30,2006 to officers and directors amounted to $\$ 551,750$, of which $\$ 69,250$ was paid as fees to directors who were not officers. Benefits to employees are provided through a profit sharing retirement plan. Contributions to the plan are made at the discretion of the Board of Directors, and each participant's benefits vest after three years. No contributions were made to the plan for the six months ended June $30,2006$.

NOTES TO FINANCIAL STATEMENTS -- continued (unaudited)
5. Affiliates -- The Plymouth Rock Company, Inc. is an affiliate as defined in the Investment Company Act of 1940. During the six months ended June 30, 2006, the Corporation received dividends of $\$ 4,185,300$ from affiliates and earned a realized gain of $\$ 4,059,424$ from the sale of shares of an affiliate. Unrealized appreciation related to affiliates increased by $\$ 6,504,363$ for the six months ended June 30,2006 to $\$ 116,800,014$.
6. Restricted Securities -- The Corporation from time to time invests in securities the resale of which is restricted. On June 30, 2006 such investments had an aggregate value of $\$ 119,862,530$, which was equal to $20.0 \%$ of the Corporation's net assets. Investments in restricted securities at June 30,2006 , including acquisition dates and cost, were:

| Company | Shares | Security | Date Purchased | Cost |
| :---: | :---: | :---: | :---: | :---: |
| Aerogroup International, Inc. | 28,751 | Common Stock | 6/21/05 | \$ 17,20 |
| The Plymouth Rock | 70,000 | Class A Common | 12/15/82 | 1,500,00 |
| Company, Inc. |  | Stock | 6/9/84 | 699,98 |

The Corporation does not have the right to demand registration of the restricted securities. Unrealized appreciation related to restricted securities increased by $\$ 10,717,645$ for the six months ended June 30, 2006 to $\$ 117,645,344$.
7. Operating Lease Commitment -- The Corporation has entered into an operating lease for office space which expires in 2014 and provides for future minimum rental payments in the aggregate amount of approximately $\$ 2.8$ million. The lease agreement contains escalation clauses relating to operating costs and real property taxes. Future minimum rental commitments under the lease are $\$ 314,241$ per year for 2006 through $2008, \$ 329,172$ for 2009 and $\$ 341,806$ annually thereafter.

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CENTRAL SECURITIES CORPORATION

We have reviewed the accompanying statement of assets and liabilities, including the statement of investments, of Central Securities corporation as of June 30, 2006, and the related statements of operations, changes in net assets, cash flows and financial highlights for the six-month period ended June 30, 2006. These financial statements are the responsibility of the management of Central Securities Corporation.

We have conducted our review in accordance with standards established by the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards established by the Public Company Accounting Oversight Board (United States), the statement of changes in net assets for the year ended December 31, 2005 and financial highlights for each of the five years in the period ended December 31, 2005, and in our report dated January 27,2006 we expressed an unqualified opinion on those financial statements.

KPMG LLP
New York, NY
July 25, 2006
[14]

## Direct Registration

In December 2005, the Corproation initiated direct registration, a system that allows for book-entry ownership and the electronic transfer of the Corporation's shares. Stockholders may find direct registration a convenient way of managing their investment. Stockholders wishing certificates may request them.

A pamphlet which describes the features and benefits of direct registration, including the ability of shareholders to deposit certificates with our transfer agent, can be obtained by calling Computershare Trust Company at 1-800-756-8200, calling the Corporation at $1-866-593-2507$ or visiting our website: www. centralsecurities.com under Contact Us.

Annual Meeting of Stockholders
The annual meeting of stockholders of the Corporation was held on March 8, 2006. At the meeting all of the directors of the Corporation were reelected by the following vote of the holders of the Common Stock: Simms C. Browning, 18,104,413 shares in favor, 433,072 withheld; Donald G. Calder, 18,148,315 shares in favor, 389,170 shares withheld; Jay R. Inglis, 18, 123, 367 shares in favor, 414,118 shares withheld; Dudley D. Johnson, 18,146,473 shares in favor,

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391,012 shares withheld; Wilmot H. Kidd, 18,123,554 shares in favor, 413, 391 shares withheld; and C. Carter Walker, Jr., 18, 145,276 shares in favor, 392,209 shares withheld.

In addition, the selection of KPMG LLP as independent auditors of the Corporation for the year 2006 was ratified by the following vote of the holders of the Common Stock: 18,135,964 shares in favor, 323,216 shares against, 78,305 shares abstaining.

## Proxy Voting Policies and Procedures

The policies and procedures used by the Corporation to determine how to vote proxies relating to portfolio securities and the Corporation's proxy voting record for the twelve-month period ended June 30, 2006 are available: (1) without charge, upon request, by calling us at our toll-free telephone number (1-866-593-2507), (2) on the Corporation's website at www.centralsecurities.com and (3) on the Securities and Exchange Commission's website at www.sec.gov.

Quarterly Portfolio Information
The Corporation files its complete schedule of portfolio holdings with the SEC for the first and the third quarter of each fiscal year on Form $N-Q$. The Corporation's Form $N$-Q filings are available on the SEC's website at www.sec.gov. Those forms may be reviewed and copied at the SEC's Public Reference Room in Washington D.C. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

BOARD OF DIRECTORS
C. Carter Walker, Jr., Chairman

Simms C. Browning
Donald G. Calder
Jay R. Inglis
Dudley D. Johnson Wilmot H. Kidd

OFFICERS

Wilmot H. Kidd, President
Charles N. Edgerton, Vice President and Treasurer Marlene A. Krumholz, Secretary

OFFICE

630 Fifth Avenue
New York, NY 10111
212-698-2020
866-593-2507 (toll-free)
www. centralsecurities.com

CUSTODIAN
UMB Bank, N. A.
Kansas City, MO

TRANSFER AGENT AND REGISTRAR

Computershare Trust Comapany, N.A.

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P.O. Box 43069, Providence, RI 02940-3069<br>800-756-8200

wWw. computershare.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP
New York, NY

Item 2. Code of Ethics. The information required by this Item is only required in an annual report on this Form N-CSR.

Item 3. Audit Committee Financial Experts. The information required by this Item is only required in an annual report on this Form N-CSR.

Item 4. Principal Accountant Fees and Services. The information required by this Item is only required in an annual report on this Form N-CSR.

Item 5. Audit Committee of Listed Registrants. The information required by this Item is only required in an annual report on this Form N-CSR.

Item 6. Schedule of Investments. Schedule is included as a part of the report to shareholders filed under Item 1 of this Form.

Item 7. Disclose Proxy Voting Policies and Procedures for Closed-End Management Companies. The information required by this Item is only required in an annual report on this Form N-CSR.

Item 8. Portfolio Managers of Closed-End Management Investment Companies. Mr. Wilmot H. Kidd is the President and portfolio manager of the Corporation and has served in that capacity since 1973. He manages no other accounts and accordingly, the Registrant is not aware of any material conflicts with his management of the Corporation's investments. Mr. Kidd's compensation consists primarily of a fixed base salary and a bonus. His compensation is reviewed and approved by the Board of Directors annually. His compensation may be adjusted from year to year based on the Board of Directors perception of overall performance and his management responsibilities. As of June 30, 2006, Mr. Kidd's investment in Central Securities common stock exceeded $\$ 1$ million.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

| Period | (a) Total <br> Number of <br> Shares (or <br> Units) <br> Purchased | (b) Average Price Paid per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Max Approx Value) Units) t Purchas Plan |
| :---: | :---: | :---: | :---: | :---: |
| Month \#1 (January 1 through January 31) | 0 | NA | NA |  |
| Month \#2 (February 1 | 451,600 | \$24.66 | NA |  |


| Month \#3 (March 1 through March 31) | 46,600 | \$24.56 | NA |
| :---: | :---: | :---: | :---: |
| Month \#4 (April 1 through April 30) | 15,800 | \$25.32 | NA |
| Month \#5 (May 1 through May 31) | 0 | NA | NA |
| Month \#6 (June 1 through June 30) | 32,800 | \$24.91 | NA |
| Total | 546,800 | \$24.69 | NA |

All shares purchased except the following were made in open market transactions as authorized by the Board of Directors. In February 2006, 406,000 shares were purchased in a private transaction directly from a stockholder.

Item 10. Submission of Matters to a Vote of Security Holders. There have been no changes to the procedures by which shareholders may recommend nominees to the registrant's board of directors since such procedures were last described in the Corporation's proxy statement dated February 3, 2006.

Item 11. Controls and Procedures.
(a) The Principal Executive Officer and Principal Financial Officer of Central Securities Corporation (the "Corporation") have concluded that the Corporation's Disclosure Controls and Procedures (as defined in Rule 30a-2 (c) under the Investment Company Act of 1940) are effective based on their evaluation of the Disclosure Controls and Procedures as of a date within 90 days of the filing date of this report.
(b) There have been no changes in the Corporation's internal control over financial reporting (as defined in Rule 30a-3(d)) under the Investment Company Act of 1940 that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Item 12. Exhibits. (a) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit. The information required by this Item is only required in an annual report on this Form N-CSR.
(b) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act. Attached hereto.
(c) Any written solicitation to purchase securities under Rule $23 c-1$ under the Act sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons. Not Applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940 , the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Central Securities Corporation
By: /s/ Wilmot H. Kidd

Wilmot H. Kidd
President

July 28, 2006

Date

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940 , this report has been signed below by the following persons on behalf of the registrant and in the capabilities and on the dates indicated.

By: /s/ Wilmot H. Kidd
Wilmot H. Kidd
President

July 28, 2006
Date

By: /s/ Charles N. Edgerton
Charles N. Edgerton
Treasurer
July 28, 2006
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Date

