NAIC GROWTH FUND INC

Form 4 August 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549

OMB APPROVAL

Number:

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January 31,

2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|----------|--|--|---|--|--|--|
| (Last) (First) (Middle) | | (Middle) | NAIC GROWTH FUND INC [grf] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 711 W THIRTEEN MILE RD | | | (Month/Day/Year) 08/01/2005 | Director 10% OwrX_ Officer (give title Other (species) below) Secretary | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MADISON HEIGHTS, MI 48071 (City) (State) (Zip) | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Ac | quired, Disposed of, or Beneficially Own | | | |

| (City) | (State) | (Zip) Tab | le I - N | on-D | Derivative S | Securi | ities Ac | quired, Disposed | of, or Beneficia | lly Owned | |
|-------------------|---------------------|--------------------|-------------|------|---------------------|-----------|----------------|------------------|------------------|-----------------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | | 4. Securiti | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | | n(A) or Disposed of | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | | (D) | | | Beneficially | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | | |
| | | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | | | Reported | | | |
| | | | | | (A) | | Transaction(s) | | | | |
| | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| NAIC | | | | | | | Ф | | | D 16 | |
| Growth Fund, Inc. | 08/01/2005 | 08/01/2005 | P | V | 256.41 | A | \$ 7.8 | 22,661.147 (1) | I | By self as Trustee | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transact Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROCKWELL LEWIS A 711 W THIRTEEN MILE RD MADISON HEIGHTS, MI 48071

Secretary

Signatures

Lewis A. Rockwell 08/03/2005

**Signature of Date Reporting Person

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) Additional shares owned indirectly: 8573.000

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2