SIMS LUKE E Form 4

February 03, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMS LUKE E

(First)

2. Issuer Name and Ticker or Trading

Symbol

EAGLE CAPITAL GROWTH

FUND, INC. [GRF]

3. Date of Earliest Transaction

(Month/Day/Year) 777 E WISCONSIN AVE, STE 3700 01/29/2010

(Middle)

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

(Check all applicable)

X Director 10% Owner X_ Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

MILWAUKEE, WI 53202

(City)	(State) (Z	(Zip) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common	01/29/2010		L	46	A	\$ 6.05	204,543	D			
Common	01/29/2010		L	300	A	\$ 6.07	204,843	D			
Common	01/29/2010		L	464	A	\$ 6.09	205,307	D			
Common	01/29/2010		L	200	A	\$ 6.11	205,507	D			
Common	02/02/2010		L	200	A	\$ 5.91	205,707	D			

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Common	02/02/2010	L	400	A	\$ 5.92	206,107	D	
Common	02/02/2010	P	189	A	\$ 6.04	206,296	D	
Common	02/02/2010	P	200	A	\$ 6.06	206,496	D	
Common	02/02/2010	P	300	A	\$ 6.07	206,796	D	
Common						12,700 (1)	I	By Spouse

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 required to respond unless the form displays a currently valid OMB control

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	Date		of	
				Code V	V (A) (D)					
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SIMS LUKE E 777 E WISCONSIN AVE STE 3700 MILWAUKEE, WI 53202	X		President and CEO					
^ ! .								

Signatures

/s/ Fred B. Green, as 02/03/2010 attorney-in-fact

2 Reporting Owners

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for puposes of Section 16 or otherwise.

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.

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