

Sims David C
 Form 4
 February 22, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 Sims David C

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO, COO and secretary

(Last) (First) (Middle)
 205 E WISCONSIN AVENUE
 SUITE 120
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2013

MILWAUKEE, WI 53202

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

(City) (State) (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 (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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/21/2013		P	A	1,980	\$ 6.95	46,970 D
Common Stock	02/21/2013		P	A	1,900	\$ 6.9482	48,870 D
Common Stock	02/21/2013		P	A	1,260	\$ 6.9499	50,130 D
Common Stock							1,700 I
							By Wife <u>(1)</u>

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

