Edgar Filing: GDL FUND - Form 4

GDL FUND

Form 4											
March 22, 20									PROVAL		
FORM	UNITEDS	STATES SEC	URITIES . Vashingtor			NGE CO	MMISSION	OMB Number:	3235-0287		
Check this if no longe	-r		C C					Expires:	January 31,		
subject to Section 16 Form 4 or Form 5	51ATEM 5.	ENT OF CH uant to Sectio	SECU	RITIES			Estimated a burden hou response				
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a		Utility Ho	lding Con	ipany	Act of 19	035 or Section				
(Print or Type R	esponses)										
1. Name and Ac GABELLI M	ldress of Reporting P IARIO J	Symb	suer Name an ol 5 FUND [G		Tradir	-0	Relationship of F suer	Reporting Pers	on(s) to		
(Last)	(First) (M		_	_			(Check	all applicable)		
(Last) (First) (Middle) C/O GAMCO INVESTORS, INC, ONE CORPORATE CENTER			03/21/2013				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Control Person of Adviser				
(Street) 4. If Amend				-	l			Individual or Joint/Group Filing(Check			
RYE, NY 10	580	Filed	Month/Day/Ye	ar)		_X	oplicable Line) (_ Form filed by Or _ Form filed by Mo rson				
(City)	(State) (2	Zip) 7	able I - Non-	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	ned 3. 4. Securities Acquired (A) 5. A n Date, if Transactionor Disposed of (D) Securities Code (Instr. 3, 4 and 5) Ben Day/Year) (Instr. 8) Own Foll Rep				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
			Code	V Amount	or (D)	Price	(Instr. 3 and 4)	(
Series B Cumulative Puttable and Callable Preferred Shares	03/21/2013		S	2,300	A	\$ 50.2009	130,000	I	GGCP, Inc. (1)		
Series B Cumulative Puttable and Callable Preferred Shares							425,148	D			

Edgar Filing: GDL FUND - Form 4

Series B			
Cumulative			GAMCO
Puttable and	95 100	т	
Callable	85,100	1	Investors,
Preferred			Inc. (2)
Shares			

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
rs	Director	10% Owner	Officer	Other			
GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580	Х	Х	Control Person of Adviser				
Signatures							
Douglas R. Jamieson as Attorney-in-H Gabelli	o J.	03/22/2013					
<u>**</u> Signature of Reporting Pers		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).

The shares reported reflect the total shares owned by GGCP, Inc. (GGCP). Mario J. Gabelli is the Chief Executive Officer, a director, and
 (1) the controlling shareholder of GGCP. Mr. Gabelli has less than a 100% interest in GGCP and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

The shares reported reflect the total shares owned by GAMCO Investors, Inc. (GAMCO). Mario J. Gabelli is the Chairman, Chief(2) Executive Officer, and controlling shareholder of GAMCO. Mr. Gabelli has less than a 100% interest in GAMCO and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

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.