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EAGLE CAPITAL GROWTH FUND, INC.

Form 5 February 14, 2014 OMB APPROVAL FORM 5 OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person ^{*} 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HOLTH CARL A Symbol EAGLE CAPITAL GROWTH (Check all applicable) FUND, INC. [GRF] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2013 205 E. WISCONSIN AVENUE, SUITE 120 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MILWAUKEE, WIÂ 53202 _X_ 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 5. Amount of 6. 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's **(I)** Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4)

Common 12/31/2013 Stock

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

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Price

8.1937

4,152.356

D

(D)

A

Amount

459.686

SEC 2270 (9-02)

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

 $J^{(1)}$

1. Title of 2. 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 4. (Month/Day/Year) Derivative Conversion Execution Date, if Transaction Number Expiration Date Amount of Derivative Underlying Security or Exercise any Code of (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities Derivative Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of

(A) (D)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLTH CARL A 205 E. WISCONSIN AVENUE SUITE 120 MILWAUKEE, WI 53202	ÂX	Â	Â	Â
Signatures				
Fred B. Green, as Attorney-in-Fact	02/14/2014			

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquisition through DRIP.

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

8. Price of

Security

(Instr. 5)

Shares

9

of

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