

GENERAL AMERICAN INVESTORS CO INC

Form N-30B-2

April 30, 2013

A Closed-End Investment Company  
listed on the New York Stock Exchange

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For the three months ended March 31, 2013, the net asset value per Common Share increased 10.5%, while the investment return to our stockholders increased by 12.3%. By comparison, our benchmark, the Standard & Poor's 500 Stock Index (including income), increased 10.6%. For the twelve months ended March 31, 2013, the return on the net asset value per Common Share increased by 13.4%, and the return to our stockholders increased by 15.7%; these compare with an increase of 14.0% for the S&P 500. During both periods, the discount at which our shares traded continued to fluctuate and on March 31, 2013, it was 13.5%.

As detailed in the accompanying financial statements (unaudited), as of March 31, 2013, the net assets applicable to the Company's Common Stock were \$1,066,906,005 equal to \$36.11 per Common Share.

The increase in net assets resulting from operations for the three months ended March 31, 2013 was \$102,385,701. During this period, the net realized gain on investments sold was \$28,154,589, and the increase in net unrealized appreciation was \$76,188,836. Net investment income for the three months was \$870,269, and distributions to Preferred Stockholders amounted to \$2,827,993.

During the three months, 6,366 shares of the Company's Common Stock were repurchased for \$197,952 at an average discount from net asset value of 13.0%.

The first quarter rally in stocks was among the best in decades and General American Investors participated fully.

Faced with weakened European banks and economic performance, increases in payroll and upper-income tax rates in the U.S., damage to infrastructure from Hurricane Sandy, and the prospect of the fiscal

specifically, housing and basic industry exhibited marked improvements, leading many to conclude that the U.S. continues to experience a broadening expansion.

Asset classes with weak performance on a relative basis were largely confined to commodities and foreign markets whose central banks did not engage in quantitative easing. Recent speeches and published commentaries by members of the Federal Reserve suggest a long-term continuation of easy money policies and promises of more monetary stimulus, if conditions warrant. In this environment, we continue to believe that equities offer a better outlook than fixed income investments. Equity price-to-earnings ratios, though modestly elevated by historical standards, appear less compelling if one accounts for corporate profit margins, which are near 65-year highs. Because equities are no longer undervalued broadly, our expectations over the near-term are more muted.

Ms. D. Ellen Shuman, a director since 2004, decided not to stand for re-election at the annual meeting held today. Her wisdom, judgment, and service as the Chair of the Audit Committee and prior thereto as Chair of the Compliance Committee have been invaluable to the Board of Directors. We express our gratitude and deep appreciation for her distinguished service to the Company.

Information about the Company, including our investment objectives, operating policies and procedures, investment results, record of dividend and distribution payments, financial reports and press releases, is on our website and has been updated through March 31, 2013. It can be accessed on the internet at [www.generalamericaninvestors.com](http://www.generalamericaninvestors.com).

By Order of the Board of Directors,

GENERAL AMERICAN INVESTORS COMPANY, INC.

sequester, many market forecasters anticipated weak equity market performance for the first half of the year. In fact, gloom was priced-in at the start of the New Year, and U.S. markets reached new highs. Earnings modestly improved quarter-over-quarter—

Jeffrey W. Priest  
President and Chief Executive Officer  
April 10, 2013

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	Shares	COMMON STOCKS	Value (note 1a)
<b>CONSUMER DISCRETIONARY</b>  (15.4 %)	AUTOMOBILES AND COMPONENTS (3.3%)		
	1,264,063	Ford Motor Company	\$16,622,428
	330,211	Visteon Corporation (a)	19,053,175
			(Cost \$34,971,752)
			35,675,603
	CONSUMER SERVICES (1.2%)		
	750,000	International Game Technology	(Cost \$8,678,620)
			12,375,000
	RETAILING (10.9%)		
	284,050	Kohl's Corporation	13,103,227
460,000	Target Corporation	31,487,000	
1,544,668	The TJX Companies, Inc.	72,213,229	
		(Cost \$44,127,891)	
		(Cost \$87,778,263)	
		116,803,456	
		164,854,059	
<b>CONSUMER STAPLES</b>  (15.7 %)	FOOD, BEVERAGE AND TOBACCO (11.8%)		
	350,000	Diageo plc ADR	44,044,000
	450,000	Nestle S.A.	32,504,963
	240,000	PepsiCo, Inc.	18,986,400
	728,845	Unilever N.V.	29,981,906
			(Cost \$66,076,185)
			125,517,269
	FOOD AND STAPLES RETAILING (3.9%)		
	394,500	Costco Wholesale Corporation	(Cost \$12,041,935)
			(Cost \$78,118,120)
		41,860,395	
		167,377,664	
<b>ENERGY</b>  (9.0 %)	818,069	Alpha Natural Resources, Inc. (a)	6,716,346
	331,478	Apache Corporation	25,576,842
	300,000	Canadian Natural Resources Limited	9,639,000
	725,000	Halliburton Company	29,297,250
	2,050,000	Weatherford International Ltd. (a)	24,887,000
			(Cost \$74,347,982)
			96,116,438
<b>FINANCIALS</b>  (25.3 %)	BANKS (1.8%)		
	425,000	Bond Street Holdings LLC, Class A (a) (b)	6,375,000
	75,000	Bond Street Holdings LLC, Class B (a) (c)	1,068,750
	110,000	M&T Bank Corporation	11,347,600
			(Cost \$10,560,176)
			18,791,350
	DIVERSIFIED FINANCIALS (6.0%)		
	315,000	American Express Company	21,249,900
	475,000	JPMorgan Chase & Co.	22,543,500

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587,500	Nelnet, Inc.	19,857,500
		(Cost \$35,912,515) 63,650,900
INSURANCE (17.5%)		
330,492	Aon Corporation	20,325,258
825,000	Arch Capital Group Ltd. (a)	43,370,250
110	Berkshire Hathaway Inc. Class A (a)	17,190,800
240,000	Everest Re Group, Ltd.	31,166,400
53,500	Forethought Financial Group, Inc. Class A (a) (d)	12,572,500
400,000	MetLife, Inc.	15,208,000
260,000	PartnerRe Ltd.	24,208,600
400,000	Platinum Underwriters Holdings, Ltd.	22,324,000
		(Cost \$76,767,943) 186,365,808
		(Cost \$123,240,634) 268,808,058

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		COMMON STOCKS (continued)	Value (note 1a)
<b>HEALTH CARE</b>		<b>PHARMACEUTICALS, BIOTECHNOLOGY AND LIFE SCIENCES</b>	
(5.7 %)	Shares		
	120,000	Celgene Corporation (a)	\$13,909,200
	789,211	Cytokinetics, Incorporated (a)	899,701
	428,600	Gilead Sciences, Inc. (a)	20,975,684
	858,979	Idenix Pharmaceuticals, Inc. (a)	3,040,786
	755,808	Pfizer Inc.	21,812,619
		(Cost \$32,892,208)	60,637,990
<b>INDUSTRIALS</b>		<b>CAPITAL GOODS (6.5%)</b>	
(14.7 %)	1,200,000	ABB Ltd. ADR	27,312,000
	360,000	Owens Corning (a)	14,194,800
	300,000	United Technologies Corporation	28,029,000
		(Cost \$44,819,903)	69,535,800
		<b>COMMERCIAL AND PROFESSIONAL SERVICES (8.2%)</b>	
	292,500	The ADT Corporation	14,314,950
	1,087,100	Republic Services, Inc.	35,874,300
	263,998	Towers Watson & Co. Class A	18,300,341
	475,000	Waste Management, Inc.	18,624,750
		(Cost \$62,822,378)	87,114,341
		(Cost \$107,642,281)	156,650,141
<b>INFORMATION TECHNOLOGY</b>		<b>SEMICONDUCTORS AND EQUIPMENT (2.0%)</b>	
(14.5 %)	311,850	ASML Holding N.V.	(Cost \$4,663,838) 21,202,682
		<b>SOFTWARE AND SERVICES (2.1%)</b>	
	795,000	Microsoft Corporation	(Cost \$20,749,343) 22,740,975
		<b>TECHNOLOGY HARDWARE AND EQUIPMENT (10.4%)</b>	
	67,000	Apple Inc.	29,658,220
	960,000	Cisco Systems, Inc.	20,059,200
	615,000	EMC Corporation (a)	14,692,350
	700,000	QUALCOMM Incorporated	46,858,000
		(Cost \$76,036,872)	111,267,770
		(Cost \$101,450,053)	155,211,427
<b>MATERIALS</b>	100,000	Nucor Corporation	(Cost \$4,231,438) 4,615,000
(0.4 %)			

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<b>MISCELLANEOUS</b> (4.1 %)		Other (e)	(Cost \$43,255,337)	44,121,408
<b>TELECOMMUNICATION SERVICES (1.4 %)</b>	523,100	Vodafone Group plc ADR	(Cost \$13,766,306)	14,856,040
		<b>TOTAL COMMON STOCKS (106.2%)</b>	<b>(Cost \$666,722,622)</b>	<b>1,133,248,225</b>

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		Value
Shares	SHORT-TERM SECURITY AND OTHER ASSETS	(note 1a)
130,653,060	SSgA U.S. Treasury Money Market Fund (12.2%)	(Cost \$130,653,060) \$130,653,060
TOTAL INVESTMENTS (f) (118.4%)		(Cost \$797,375,682) 1,263,901,285
Liabilities in excess of cash, receivables and other assets (-0.6%)		(6,878,105 )
PREFERRED STOCK (-17.8%)		(190,117,175 )
NET ASSETS APPLICABLE TO COMMON STOCK (100%)		\$1,066,906,005

ADR - American Depository Receipt (a) Non-income producing security.

(b) Level 3 fair value measurement, restricted security acquired 11/4/09, aggregate cost \$8,500,000, unit cost is \$20.00 per share and fair value is \$15.00 per share, note 2. Fair value is based upon bid and/or transaction prices provided via the NASDAQ OMX PORTAL Alliance trading and transfer system for privately placed equity securities traded in the over-the-counter market among qualified investors and an evaluation of book value per share.

(c) Level 3 fair value measurement, restricted security acquired 05/21/12, aggregate cost \$1,500,000, unit cost is \$20.00 per share and fair value is \$14.25 per share, note 2. Fair value is based upon a judgmentally discounted bid price provided via the NASDAQ OMX PORTAL Alliance trading and transfer system for privately placed equity securities traded in the over-the-counter market among qualified investors and an evaluation of book value per share.

(d) Level 3 fair value measurement, restricted security acquired 11/3/09, aggregate cost \$10,748,000, unit cost is \$200.90 per share and fair value is \$235.00 per share, note 2. Fair valuation is based upon a market approach using valuation metrics (market price-earnings and market price-book value multiples), and changes therein, relative to a peer group of companies established by the underwriters as well as actual transaction prices resulting from limited trading in the security. Significant increases (decreases) in the relative valuation metrics of the peer group companies may result in higher (lower) estimates of fair value.

(e) Securities which have been held for less than one year, not previously disclosed, and not restricted.

(f) At March 31, 2013 the cost of investments for Federal income tax purposes was the same as the cost for financial reporting purposes, aggregate gross unrealized appreciation was \$482,894,542 aggregate gross unrealized depreciation was \$16,368,939, and net unrealized appreciation was \$466,525,603.

	Contracts (100 shares each)		Value
Call Option		COMMON STOCK/EXPIRATION DATE/EXERCISE PRICE	(note 1a)
SEMICONDUCTORS			
AND EQUIPMENT	300	ASML Holding N.V./April 20, 2013/\$4.70	(Premium Received with Broker \$104,999) \$141,000
Put Option			
SOFTWARE			

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AND SERVICES	900	eBay Inc./May 18, 2013/\$50.00	(Premium Deposited with Broker \$202,872)	82,800
		TOTAL CALL AND PUT OPTIONS	(Premiums \$307,871)	\$223,800

(see notes to unaudited financial statements)

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	SHARES TRANSACTIONED	SHARES HELD
INCREASES		
NEW POSITIONS		
The ADT Corporation	—	292,500 (b)
EMC Corporation	185,000	615,000 (b)
Idenix Pharmaceuticals, Inc.	488,565	858,979 (b)
Owens Corning	—	360,000 (b)
ADDITIONS		
Alpha Natural Resources, Inc.	393,069	818,069
Cytokinetics, Incorporated	87,100	789,211
Republic Services, Inc.	130,000	1,087,100
Vodafone Group Plc ADR	50,000	523,100
DECREASES		
ELIMINATIONS		
Epoch Holding Corporation	912,562	—
JPMorgan Chase & Co. Warrants Expiring 10/28/2018	225,000	—
The Manitowoc Company, Inc.	825,000	—
REDUCTIONS		
Celgene Corporation	30,000	120,000
Halliburton Company	25,000	725,000
JPMorgan Chase & Co.	25,000	475,000
Nelnet, Inc.	82,500	587,500
Nucor Corporation	100,000	100,000
PepsiCo, Inc.	10,991	240,000
United Technologies Corporation	25,000	300,000
Waste Management, Inc.	155,000	475,000

(a) Common shares unless otherwise noted; excludes transactions in Common Stocks - Miscellaneous - Other.

(b) Shares purchased in prior period and previously carried under Common Stocks - Miscellaneous - Other.

INDUSTRY CATEGORY	COST(000)	VALUE(000)	PERCENT COMMON NET ASSETS
Financials			
Banks	\$10,560	\$18,791	1.8 %
Diversified Financials	35,913	63,651	6.0
Insurance	76,768	186,366	17.5
	123,241	268,808	25.3
Consumer Staples			
Food, Beverage & Tobacco	66,076	125,517	11.8
Food & Staples Retailing	12,042	41,861	3.9

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	78,118	167,378	15.7
Consumer Discretionary			
Automobiles & Components	34,972	35,676	3.3
Consumer Services	8,679	12,375	1.2
Retailing	44,128	116,803	10.9
	87,779	164,854	15.4
Industrials			
Capital Goods	44,820	69,536	6.5
Commercial & Professional Services	62,822	87,114	8.2
	107,642	156,650	14.7
Information Technology			
Semiconductors & Equipment	4,664	21,203	2.0
Software & Services	20,749	22,741	2.1
Technology Hardware & Equipment	76,037	111,268	10.4
	101,450	155,212	14.5
Energy	74,348	96,116	9.0
Health Care			
Pharmaceuticals, Biotechnology & Life Sciences	32,892	60,638	5.7
Miscellaneous**	43,255	44,121	4.1
Telecommunication Services	13,766	14,856	1.4
Materials	4,232	4,615	0.4
	666,723	1,133,248	106.2
Short-Term Securities	130,653	130,653	12.2
Total Investments	\$797,376	1,263,901	118.4
Other Assets and Liabilities - Net		(6,878 )	(0.6 )
Preferred Stock		(190,117 )	(17.8 )
Net Assets Applicable to Common Stock		\$1,066,906	100.0 %

\* Net Assets applicable to the Company's Common Stock.

\*\* Securities which have been held for less than one year, not previously disclosed, and not restricted.

(see notes to unaudited financial statements)

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ASSETS

INVESTMENTS, AT VALUE (NOTE 1a)

Common stocks (cost \$666,722,622)		\$1,133,248,225
Money market fund (cost \$130,653,060)		130,653,060
Total investments (cost \$797,375,682)		1,263,901,285

RECEIVABLES AND OTHER ASSETS

Cash held by custodian in segregated account*	\$4,964,826	
Receivable for securities sold	963,684	
Dividends, interest and other receivables	1,116,949	
Qualified pension plan asset, net excess funded (note 7)	826,312	
Prepaid expenses and other assets	1,789,748	9,661,519
TOTAL ASSETS		1,273,562,804

LIABILITIES

Payable for securities purchased	6,792,843	
Accrued preferred stock dividend not yet declared	219,955	
Outstanding option written, at value (premium received \$307,871)	223,800	
Accrued supplemental pension plan liability (note 7)	5,035,144	
Accrued supplemental thrift plan liability (note 7)	2,674,651	
Accrued expenses and other liabilities	1,593,231	
TOTAL LIABILITIES		16,539,624

5.95% CUMULATIVE PREFERRED STOCK, SERIES B

-		
7,604,687 shares at a liquidation value of \$25 per share (note 5)		190,117,175

NET ASSETS APPLICABLE TO COMMON STOCK -  
29,547,654 shares (note 5)

\$1,066,906,005

NET ASSET VALUE PER COMMON SHARE

\$36.11

NET ASSETS APPLICABLE TO COMMON STOCK

Common Stock, 29,547,654 shares at par value (note 5)	\$29,547,654
Additional paid-in capital (note 5)	551,230,103
Undistributed net investment income (note 5)	1,817,430
Undistributed realized gain on investments	28,521,891
Accumulated other comprehensive income (note 7)	(7,772,799 )
Unallocated distributions on Preferred Stock	(3,047,948 )
Unrealized appreciation on investments	466,609,674

NET ASSETS APPLICABLE TO COMMON STOCK

1,066,906,005

\* Collateral for options written.

(see notes to unaudited financial statements)

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INCOME		
Dividends (net of foreign withholding taxes of \$49,213)		\$3,984,446
EXPENSES		
Investment research	\$1,584,587	
Administration and operations	869,996	
Office space and general	417,063	
Directors' fees and expenses	65,917	
Auditing and legal fees	60,000	
Transfer agent, custodian and registrar fees and expenses	53,899	
Miscellaneous taxes	53,141	
Stockholders' meeting and reports	9,574	3,114,177
NET INVESTMENT INCOME		870,269
REALIZED GAIN AND CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS (NOTES 1, 3 AND 4)		
Net realized gain on investments:		
Securities transactions (long-term except for \$1,173,149)	28,153,554	
Written option transactions (notes 1b and 4)	1,035	
	28,154,589	
Net increase in unrealized appreciation on investments	76,188,836	
NET GAIN ON INVESTMENTS		104,343,425
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS		(2,827,993 )
INCREASE IN NET ASSETS RESULTING FROM OPERATIONS		\$102,385,701

	Three Months Ended March 31, 2013	Year Ended December 31, 2012
OPERATIONS	(Unaudited)	
Net investment income	\$870,269	\$6,973,024
Net realized gain on investments	28,154,589	60,458,284
Net increase in unrealized appreciation	76,188,836	84,267,705
	105,213,694	151,699,013
Distributions to Preferred Stockholders:		
From net investment income	—	(1,205,766 )
From short-term capital gains	—	(85,020 )
From long-term capital gains	—	(10,021,186 )
Unallocated distributions	(2,827,993 )	—
Decrease in net assets from Preferred distributions	(2,827,993 )	(11,311,972 )
INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	102,385,701	140,387,041
OTHER COMPREHENSIVE INCOME - Funded status of defined benefit plans (note 7)	—	(87,605 )
DISTRIBUTIONS TO COMMON STOCKHOLDERS		
From net investment income	—	(6,109,048 )

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From short-term capital gains	—	(430,801 )
From long-term capital gains	—	(50,405,654 )
DECREASE IN NET ASSETS FROM COMMON DISTRIBUTIONS	—	(56,945,503 )
CAPITAL SHARE TRANSACTIONS (NOTE 5)		
Value of Common Shares issued in payment of dividends and distributions	9,300,595	21,554,674
Cost of Common Shares purchased	(197,952 )	(36,028,316 )
INCREASE (DECREASE) IN NET ASSETS - CAPITAL TRANSACTIONS	9,102,643	(14,473,642 )
NET INCREASE IN NET ASSETS	111,488,344	68,880,291
NET ASSETS APPLICABLE TO COMMON STOCK		
BEGINNING OF PERIOD	955,417,661	886,537,370
END OF PERIOD (including undistributed net investment income of \$1,817,430 and \$947,161, respectively)	\$1,066,906,005	\$955,417,661

(see notes to unaudited financial statements)

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The following table shows per share operating performance data, total investment return, ratios and supplemental data for the three months ended

March 31, 2013 and for each year in the five-year period ended December 31, 2012. This information has been derived from information contained

in the financial statements and market price data for the Company's shares.

	Three Months Ended March 31, 2013 (Unaudited)	2012	2011	Year Ended December 31,		2008
				2010	2009	
<b>PER SHARE OPERATING PERFORMANCE</b>						
Net asset value, beginning of period	\$32.68	\$29.78	\$31.26	\$27.50	\$21.09	\$38.10
Net investment income	.03	.24	.18	.19	.11	.42
Net gain (loss) on securities - realized and unrealized	3.50	5.05	(.68 )	4.37	6.94	(16.15 )
Other comprehensive income	—	—	(.10 )	—	.07	(.25 )
	3.53	5.29	(.60 )	4.56	7.12	(15.98 )
Distributions on Preferred Stock:						
Dividends from net investment income	—	(.04 )	(.11 )	(.07 )	(.11 )	(.11 )
Distributions from net short-term capital gains	—	(.01 )	(.01 )	(.03 )	(.05 )	—
Distributions from net long-term capital gains	—	(.34 )	(.26 )	(.27 )	(.19 )	(.27 )
Distributions from return of capital	—	—	—	—	(.01 )	—
Unallocated	(.10 )	—	—	—	—	—
	(.10 )	(.39 )	(.38 )	(.37 )	(.36 )	(.38 )
Total from investment operations	3.43	4.90	(.98 )	4.19	6.76	(16.36 )
Distributions on Common Stock:						
Dividends from net investment income	—	(.21 )	(.15 )	(.08 )	(.10 )	(.19 )
Distributions from net short-term capital gains	—	(.02 )	(.01 )	(.03 )	(.05 )	—
Distributions from net long-term capital gains	—	(1.77 )	(.34 )	(.32 )	(.19 )	(.46 )
Distributions from return of capital	—	—	—	—	(.01 )	—
	—	(2.00 )	(.50 )	(.43 )	(.35 )	(.65 )

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Net asset value, end of period	\$36.11	\$32.68	\$29.78	\$31.26	\$27.50	\$21.09
Per share market value, end of period	\$31.23	\$27.82	\$24.91	\$26.82	\$23.46	\$17.40
TOTAL INVESTMENT RETURN - Stockholder return, based on market price per share	12.26 %*	19.77 %	(5.29 %)	16.24 %	36.86 %	(48.20 %)

RATIOS AND SUPPLEMENTAL DATA

Net assets applicable to Common Stock, end of period (000's omitted)	\$1,066,906	\$955,418	\$886,537	\$950,941	\$864,323	\$674,598
Ratio of expenses to average net assets applicable to Common Stock	1.23 %**	1.67 %	1.39 %	1.54 %	1.93 %	0.87 %
Ratio of net income to average net assets applicable to Common Stock	0.34 %**	0.74 %	0.56 %	0.66 %	0.46 %	1.31 %
Portfolio turnover rate	4.27 %*	9.56 %	11.17 %	18.09 %	24.95 %	25.52 %

PREFERRED STOCK

Liquidation value, end of period (000's omitted)	\$190,117	\$190,117	\$190,117	\$190,117	\$190,117	\$199,617
Asset coverage	661 %	603 %	566 %	600 %	555 %	438 %
Liquidation preference per share	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00
Market value per share	\$25.57	\$25.54	\$25.47	\$24.95	\$24.53	\$21.90

\*Not annualized

\*\*Annualized

(see notes to unaudited financial statements)

1. SIGNIFICANT ACCOUNTING POLICIES - General American Investors Company, Inc. (the "Company"), established in 1927, is registered under the Investment Company Act of 1940 as a closed-end, diversified management investment company. It is internally managed by its officers under the direction of the Board of Directors.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

a. SECURITY VALUATION Equity securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the period. Equity securities reported on the NASDAQ national market are valued at the official closing price on that day. Listed and NASDAQ equity securities for which no sales are reported on that day and other securities traded in the over-the-counter market are valued at the last bid price (asked price for options written) on the valuation date. Equity securities traded primarily in foreign markets are valued at the closing price of such securities on their respective exchanges or markets. Corporate debt securities, domestic and foreign, are generally traded in the over-the-counter market rather than on a securities exchange. The Company utilizes the latest bid prices provided by independent dealers and information with respect to transactions in such securities to determine current market value. If, after the close of foreign markets, conditions change significantly, the price of certain foreign securities may be adjusted to reflect fair value as of the time of the valuation of the portfolio. Investments in money market funds are valued at their net asset value. Special holdings (restricted securities) and other securities for which quotations are not readily available are valued at fair value determined in good faith pursuant to specific procedures appropriate to each security as established by and under the general supervision of the Board of Directors. The determination of fair value involves subjective judgments. As a result, using fair value to price a security may result in a price materially different from the price used by other investors or the price that may be realized upon the actual sale of the security.

b. OPTIONS The Company may purchase and write (sell) put and call options. The Company typically purchases put options or writes call options to hedge the value of portfolio investments while it typically purchases call options and writes put options to obtain equity market exposure under specified circumstances. The risk associated with purchasing an option is that the Company pays a premium whether or not the option is exercised. Additionally, the Company bears the risk of loss of the premium and a change in market value should the counterparty not perform under the contract. Put and call options purchased are accounted for in the same manner as portfolio securities. Premiums received from writing options are reported as a liability on the Statement of Assets and Liabilities. Those that expire unexercised are treated by the Company on the expiration date as realized gains on written option transactions in the Statement of Operations. The difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is also treated as a realized gain, or, if the premium is less than the amount paid for the closing purchase transaction, as a realized loss on written option transactions in the Statement of Operations. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether the Company has realized a gain or loss on investments in the Statement of Operations. If a put option is exercised, the premium reduces the cost basis for the securities purchased by the Company and is parenthetically disclosed under cost of investments on the Statement of Assets and Liabilities. The Company as writer of an option bears the market risk of an unfavorable change in the price of the security underlying the written option. See Note 4 for written option activity.

c. SECURITY TRANSACTIONS AND INVESTMENT INCOME Security transactions are recorded as of the trade date. Dividend income and distributions to stockholders are recorded as of the ex-dividend dates. Interest income, adjusted for amortization of discount and premium on investments, is earned from settlement date and is recognized on the accrual basis. Cost of short-term investments represent amortized cost.

d. FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS Portfolio securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the exchange rate of such currencies versus U.S. dollars on the date of valuation.

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Purchases and sales of securities, income and expense items denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date. Events may impact the availability or reliability of foreign exchange rates used to convert the U.S. dollar equivalent value. If such an event occurs, the foreign exchange rate will be valued at fair value using procedures established and approved by the Company's Board of Directors. The Company does not separately report the effect of changes in foreign exchange rates from changes in market prices on securities held. Such changes are included in net realized and unrealized gain or loss from investments on the Statement of Operations.

Realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions and the difference between the recorded amounts of dividends, interest, and foreign withholding taxes and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in foreign exchange rates on foreign denominated assets and liabilities other than investments in securities held at the end of the reporting period.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. companies as a result of, among other factors, the possibility of political or economic instability or the level of governmental supervision and regulation of foreign securities markets.

e. **DIVIDENDS AND DISTRIBUTIONS** The Company expects to pay dividends of net investment income and distributions of net realized capital and currency gains, if any, annually to common shareholders and quarterly to preferred shareholders. Dividends and distributions to common and preferred shareholders, which are determined in accordance with Federal income tax regulations are recorded on the ex-dividend date. Permanent book/tax differences relating to income and gains are reclassified to paid-in capital as they arise.

f. **FEDERAL INCOME TAXES** The Company's policy is to fulfill the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all taxable income to its stockholders. Accordingly, no provision for Federal income taxes is required. In accordance with U.S. GAAP requirements regarding accounting for uncertainties in income taxes, management has analyzed the Company's tax positions taken or expected to be taken on Federal and State income tax returns for all open tax years (the current and the prior three tax years) and has concluded that no provision for income tax is required in the Company's financial statements.

g. **CONTINGENT LIABILITIES** Amounts related to contingent liabilities are accrued if it is probable that a liability has been incurred and an amount is reasonably estimable. Management evaluates whether there are incremental legal or other costs directly associated with the ultimate resolution of a matter that are reasonably estimable and, if so, they are included in the accrual.

h. **INDEMNIFICATIONS** In the ordinary course of business, the Company enters into contracts that contain a variety of indemnifications. The Company's maximum exposure under these arrangements is unknown. However, the Company has not had prior claims or losses pursuant to these indemnification provisions and expects the risk of loss thereunder to be remote.

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2. FAIR VALUE MEASUREMENTS - Various data inputs are used in determining the value of the Company's investments. These inputs are summarized in a hierarchy consisting of the three broad levels listed below:

Level 1 - quoted prices in active markets for identical securities (including money market funds which are valued using amortized cost and which transact at net asset value, typically \$1.00 per share),

Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.), and

Level 3 - significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments). The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following is a summary of the inputs used to value the Company's net assets as of March 31, 2013:

Assets	Level 1	Level 2	Level 3	Total
Common stocks	\$1,113,231,975	—	\$20,016,250	\$1,133,248,225
Money market fund	130,653,060	—	—	130,653,060
Total	\$1,243,885,035	—	\$20,016,250	\$1,263,901,285
Liabilities				
Options Written	(\$223,800)			(\$223,800)

The aggregate value of Level 3 portfolio investments changed during the three months ended March 31, 2013 as follows:

	Level 3
Change in portfolio valuations using significant unobservable inputs	
Fair value at December 31, 2012	\$21,218,125
Net change in unrealized appreciation on investments	(1,201,875)
Fair value at March 31, 2013	\$20,016,250
The decrease in net unrealized appreciation included in the results of operations attributable to Level 3 assets held at March 31, 2013 and reported within the caption <i>Net change in unrealized appreciation</i> in the Statement of Operations:	
	(\$1,201,875)

3. PURCHASES AND SALES OF SECURITIES - Purchases and sales of securities (other than short-term securities and options) for the three months ended March 31, 2013 amounted to \$46,356,496 and \$66,911,221, on long transactions, respectively.

4. WRITTEN OPTIONS - The level of activity in written options varies from year to year based upon market conditions. Transactions in written call options and collateralized put options during the three months ended March 31, 2013 were as follows:

Covered Calls

Collateralized Puts

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	Contracts	Premiums	Contracts	Premiums
Options outstanding, December 31, 2012	300	\$104,999	0	\$0
Options written	0	0	927	208,722
Options exercised	0	0	0	0
Options terminated in closing purchase transaction	0	0	(27)	(5,850)
Options outstanding, March 31, 2013	300	\$104,999	900	\$202,872

5. CAPITAL STOCK AND DIVIDEND DISTRIBUTIONS - The authorized capital stock of the Company consists of 50,000,000 shares of Common Stock, \$1.00 par value, and 10,000,000 shares of Preferred Stock, \$1.00 par value. With respect to the Common Stock, 29,547,654 shares were issued and outstanding; 8,000,000 Preferred Shares were originally issued and 7,604,687 were outstanding on March 31, 2013.

On September 24, 2003, the Company issued and sold 8,000,000 shares of its 5.95% Cumulative Preferred Stock, Series B in an underwritten offering. The Preferred Shares were noncallable for the 5 year period ended September 24, 2008 and have a liquidation preference of \$25.00 per share plus accumulated and unpaid dividends to the date of redemption. On December 10, 2008, the Board of Directors authorized the repurchase of up to 1 million Preferred Shares in the open market at prices below \$25.00 per share. To date, 395,313 shares have been repurchased.

The Company is required to allocate distributions from long-term capital gains and other types of income proportionately among holders of shares of Common Stock and Preferred Stock. To the extent that dividends on the shares of Preferred Stock are not paid from long-term capital gains, they will be paid from ordinary income or net short-term capital gains or will represent a return of capital.

Under the Investment Company Act of 1940, the Company is required to maintain an asset coverage of at least 200% of the Preferred Stock. In addition, pursuant to Moody's Investor Service, Inc. Rating Agency Guidelines, the Company is required to maintain a certain discounted asset coverage for its portfolio that equals or exceeds a Basic Maintenance Amount. The Company has met these requirements since the issuance of the Preferred Stock. If the Company fails to meet these requirements in the future and does not cure such failure, the Company may be required to redeem, in whole or in part, shares of Preferred Stock at a redemption price of \$25.00 per share plus accumulated and unpaid dividends. In addition, failure to meet the foregoing asset coverage requirements could restrict the Company's ability to pay dividends on shares of Common Stock and could lead to sales of portfolio securities at inopportune times.

The holders of Preferred Stock have voting rights equivalent to those of the holders of Common Stock (one vote per share) and, generally, vote together with the holders of Common Stock as a single class.

Holders of Preferred Stock will elect two members to the Company's Board of Directors and the holders of Preferred and Common Stock, voting as a single class, will elect the remaining directors. If the Company fails to pay dividends on the Preferred Stock in an amount equal to two full years' dividends, the holders of Preferred Stock will have the right to elect a majority of the directors. In addition, the Investment Company Act of 1940 requires that approval of the holders of a majority of any outstanding Preferred Shares, voting separately as a class, would be required to (a) adopt any plan of reorganization that would adversely affect the Preferred Stock and (b) take any action requiring a vote of security holders, including, among other things, changes in the Company's subclassification as a closed-end investment company or changes in its fundamental investment policies.

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### 5. CAPITAL STOCK AND DIVIDEND DISTRIBUTIONS - (Continued from bottom of previous page.)

The Company presents its Preferred Stock, for which its redemption is outside of the Company's control, outside of the net assets applicable to Common Stock in the Statement of Assets and Liabilities.

Transactions in Common Stock during the three months ended March 31, 2013 and the year ended December 31, 2012 were as follows:

	Shares		Amount	
	2013	2012	2013	2012
Shares issued in payment of dividends and distributions (includes 320,048 and 766,116 shares issued from treasury)	320,048	766,116	\$320,048	\$766,116
Increase in paid-in capital			8,980,547	20,788,558
Total increase			9,300,595	21,554,674
Shares purchased (at an average discount from net asset value of 13.0% and 14.5%, respectively)	(6,366 )	(1,298,533)	(6,366)	(1,298,533)
Decrease in paid-in capital			(191,586)	(34,729,783)
Total decrease			(197,952)	(36,028,316)
Net increase (decrease)	313,682	(532,417)	\$9,102,643	(\$14,473,642)

At March 31, 2013, the Company held in its treasury 2,433,218 shares of Common Stock with an aggregate cost in the amount of \$65,118,717.

6. OFFICERS' COMPENSATION- The aggregate compensation accrued and paid by the Company during the three months ended March 31, 2013 to its officers (identified on back cover) amounted to \$1,336,958.

7. BENEFIT PLANS - The Company has funded (qualified) and unfunded (supplemental) noncontributory defined benefit pension plans that are available to its employees. The plans provide defined benefits based on years of service and final average salary with an offset for a portion of social security covered compensation. The components of the net periodic benefit cost (income) of the plans for the three months ended March 31, 2013 were:

Service cost	\$150,125
Interest cost	185,717
Expected return on plan assets	(247,135)
Amortization of prior service cost	11,647
Recognized net actuarial loss	219,531
Net periodic benefit cost	\$319,885

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The Company recognizes the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in the Statement of Assets and Liabilities and recognizes changes in funded status in the year in which the changes occur through other comprehensive income.

The Company also has funded (qualified) and unfunded (supplemental) defined contribution thrift plans that are available to its employees. The aggregate cost of such plans for the three months ended March 31, 2013 was \$269,195. The qualified thrift plan acquired 15,617 shares, sold 28,800 shares and distributed 19,585 shares of the Company's Common Stock during the three months ended March 31, 2013 and held 452,068 shares of the Company's Common Stock at March 31, 2013.

8. OPERATING LEASE COMMITMENT - In September 2007, the Company entered into an operating lease agreement for office space which expires in February 2018 and provided for future rental payments in the aggregate amount of approximately \$10,755,000, net of construction credits. The lease agreement contains clauses whereby the Company receives free rent for a specified number of months and credit towards construction of office improvements, and incurs escalations annually relating to operating costs and real property taxes and to annual rent charges beginning in February 2013. The Company has the option to renew the lease after February 2018 for five years at market rates. Rental expense approximated \$274,800 for the three months ended March 31, 2013. Minimum rental commitments under the operating lease are approximately \$1,183,000 in 2013 through 2017, and \$99,000 in 2018.

Previous purchases of the Company's Common and Preferred Stock are set forth in Note 5 on pages 10 and 11. Prospective purchases of Common and Preferred Stock may be at such times, at such prices, in such amounts and in such manner as the Board of Directors may deem advisable.

The policies and procedures used by the Company to determine how to vote proxies relating to portfolio securities and the Company's proxy voting record for the twelve-month period ended June 30, 2012 are available: (1) without charge, upon request, by calling us at our toll-free telephone number (1-800-436-8401), (2) on the Company's website at [www.generalamericaninvestors.com](http://www.generalamericaninvestors.com) and (3) on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

In addition to distributing financial statements as of the end of each quarter, General American Investors files a Quarterly Schedule of Portfolio Holdings (Form N-Q) with the Securities and Exchange Commission ("SEC") as of the end of the first and third calendar quarters. The Company's Forms N-Q are available at [www.generalamericaninvestors.com](http://www.generalamericaninvestors.com) and on the SEC's website: [www.sec.gov](http://www.sec.gov). Also, Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330. A copy of the Company's Form N-Q may also be obtained by calling us at 1-800-436-8401.

On April 15, 2013, the Company submitted a CEO annual certification to the New York Stock Exchange ("NYSE") on which the Company's principal executive officer certified that he was not aware, as of that date, of any violation by the Company of the NYSE's Corporate Governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Company's principal executive and principal financial officer made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q relating to, among other things, the Company's disclosure controls and procedures and internal control over financial reporting, as applicable.



DIRECTORS\*

Spencer Davidson, Chairman

Sidney R. Knafel, Lead Independent Director

Arthur G. Altschul, Jr.

Betsy F. Gotbaum

Rodney B. Berens

Daniel M. Neidich

Lewis B. Cullman

Jeffrey W. Priest

Gerald M. Edelman

Raymond S. Troubh

John D. Gordan, III

\*Information as of April 10, 2013

OFFICERS

Jeffrey W. Priest, President and Chief Executive Officer

Andrew V. Vindigni, Senior Vice-President

Craig A. Grassi, Vice-President

Sally A. Lynch, Vice-President

Michael W. Robinson, Vice-President

Eugene S. Stark, Vice-President, Administration &

Chief Compliance Officer

Diane G. Radosti, Treasurer

Maureen E. LoBello, Secretary

SERVICE COMPANIES

COUNSEL

Sullivan & Cromwell LLP

INDEPENDENT AUDITORS

Ernst & Young LLP

CUSTODIAN

State Street Bank and

Trust Company

TRANSFER AGENT AND REGISTRAR

American Stock Transfer & Trust

Company, LLC

6201 15th Avenue

Brooklyn, NY 11219

1-800-413-5499

www.amstock.com

RESULTS OF THE ANNUAL MEETING

OF STOCKHOLDERS

The votes cast by stockholders at the Company's annual meeting held

on April 10, 2013 were as follows:

	FOR	WITHHELD
Election of Directors:		
Rodney B. Berens	28,037,292	4,942,092
Lewis B. Cullman	28,921,250	4,058,134
Spencer Davidson	30,368,462	2,610,922
Gerald M. Edelman	30,243,001	2,736,383
John D. Gordan, III	30,505,188	2,474,196

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Betsy F. Gotbaum	31,223,032	1,756,352
Sidney R. Knafel	30,302,299	2,677,085
Daniel M. Neidich	27,940,798	5,038,586
Jeffrey W. Priest	30,531,206	2,448,178

### Elected by holders of Preferred Stock only:

Arthur G. Altschul, Jr.	6,945,805	149,868
Raymond S. Troubh	6,918,278	177,395

### Ratification of the selection of Ernst & Young LLP as auditors of the

Company for the year 2013:

For - 31,628,031;	Against - 227,765;	Abstain - 1,123,588
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