#### UNIVERSAL SECURITY INSTRUMENTS INC

Form 4

October 23, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

**OMB APPROVAL** 

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

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* North Star Investment Management Corp.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

UNIVERSAL SECURITY

(Middle)

(Zip)

INSTRUMENTS INC [uuu] 3. Date of Earliest Transaction

(Check all applicable) Director X\_\_ 10% Owner

(Month/Day/Year)

09/27/2013

Other (specify Officer (give title below)

20 N. WACKER DRIVE, SUITE # 1416

(State)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60606

		Table	1 - 11011-10	ciivative S	ccurn	ies Acquir	cu, Disposeu oi,	oi Dellellelai	ly Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (4 and 3	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
Universal Security Instruments	10/18/2013		P	10,526	A	\$ 4.7404	270,746	I	Investment Advisor
Universal Security Instruments	10/23/2013		P	700	A	\$ 4.75	271,446	I	Investment Advisor

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 (9-02)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 Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	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)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritie	Number of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

North Star Investment Management Corp. 20 N. WACKER DRIVE SUITE # 1416 CHICAGO, IL 60606

X

### **Signatures**

Melissa Diamond

\*\*Signature of Date
Reporting Person

### **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).

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. style="margin:0pt 0pt .0001pt;">

23,412,887

Siemens AG

Reporting Owners 2

171,864	
16,005,451	
Tyco International, Ltd.	
150,105	
4,034,822	
<b>\$</b>	
49,593,208	
Insurance 3.6%	
AFLAC, Inc.	
68,355	
3,084,861	

Alleanza Asicurazioni SPA	
106,954	
1,268,400	
Allstate Corp.	
134,987	
7,034,173	
American International Group, Inc.	
113,757	
7,518,200	
AON Corp.	
16,722	
694,130	
AXA SA (1)	
431,704	

15,078,577	
Cincinnati Financial Corp.	
12,917	
543,418	
CNP Assurances	
12,081	
1,216,904	
Corp Mapfre SA	
49,878	
1,013,023	
Friends Provident PLC	
329,449	
1,188,106	
Jefferson-Pilot Corp.	

10,475
585,972
Lincoln National Corp.
10,220
557,910
Marsh & McLennan Cos., Inc.
33,242
2,443,985
Muenchener Rueckversicherungs-Gesellschaft AG
54,144
9,059,407
)

Old Mutual PLC	330,883	\$	1,151,133
Prudential Financial, Inc.	55,210	4,185,470	)
Prudential PLC	800,151	9,239,46	7
Resolution PLC	86,351	1,004,583	3
Sompo Japan Insurance, Inc.	91,000	1,314,108	3
T & D Holdings, Inc.	17,500	1,361,678	3
XL Capital Ltd., Class A	59,414	3,809,032	2
		\$	73,352,537
Internet & Catalog Retail 0.5%			
GUS PLC	69,063	1,262,66	7
IAC/InterActiveCorp (1)	273,397	8,057,010	)
		\$	9,319,677
Internet Software & Services 2.6%			
eAccess, Ltd.	296	228,067	
eBay, Inc. (1)	417,326	16,300,73	54
Google, Inc., Class A (1)	44,579	17,385,8	10
Softbank Corp. (1)	198,300	5,785,67	7
Yahoo!, Inc. (1)	390,180	12,587,20	)7
		\$	52,287,515
IT Services 0.6%			
Alliance Data Systems Corp. (1)	12,680	593,044	
CheckFree Corp. (1)	66,718	3,369,259	)
CSK Holdings Corp.	52,000	2,577,322	2
Electronic Data Systems Corp.	26,776	718,400	
Kanbay International, Inc. (1)	27,846	424,930	
MoneyGram International, Inc.	25,276	776,479	
Nomura Research Institute, Ltd.	2,800	341,558	
NTT Data Corp.	706	3,390,380	5
		\$	12,191,378
Leisure Equipment & Products 0.3%			
Eastman Kodak Co.	20,370	579,323	
Fuji Photo Film Co., Ltd.	46,800	1,554,349	)
Hasbro Inc.	26,234	553,537	
Mattel, Inc.	31,709	574,884	
Namco Bandai Holdings, Inc.	22,900	313,422	
Nikon Corp.	86,000	1,536,470	5
Sankyo Co., Ltd.	4,500	307,993	
Sega Sammy Holdings, Inc.	10,700	433,261	
		\$	5,853,245

Machinery 1.7%		
Amada Co., Ltd.	38,000	\$ 414,588
Amano Corp.	26,000	451,507
Danaher Corp.	34,126	2,168,707
Deere & Co.	93,444	7,386,748
Dover Corp.	13,219	641,915
Eaton Corp.	46,216	3,372,382
Ebara Corp.	357,000	2,237,876
Fanuc, Ltd.	71,900	6,893,919
Illinois Tool Works, Inc.	6,641	639,595
Kawasaki Heavy Industries, Ltd.	209,000	732,061
Komatsu, Ltd.	93,000	1,769,389
Kurita Water Industries, Ltd.	14,700	313,173
MAN AG	17,561	1,216,110
Minebea Co., Ltd.	226,000	1,554,837
Mitsui Engineering and Shipbuilding Co., Ltd. (1)	154,000	498,501
NSK, Ltd.	228,000	1,971,482
Pall Corp.	19,443	606,427
Parker Hannifin Corp.	8,874	715,333
		\$ 33,584,550
Marine 0.2%		
AP Moller-Maersk A/S	307	2,629,220
Nippon Yusen KK	218,000	1,328,584
		\$ 3,957,804
Media 2.2%		
CBS Corp., Class B	87,263	2,092,567
Comcast Corp., Class A (1)	350,863	9,178,576
Dow Jones & Co., Inc.	55,771	2,191,800
EchoStar Communications Corp., Class A (1)	32,305	964,950
Fuji Television Network, Inc.	216	537,888
Gannett Co., Inc.	54,966	3,293,563
Lagardere S.C.A.	13,101	1,018,870
McGraw-Hill Cos., Inc.	48,277	2,781,721
Mediaset SPA	100,838	1,185,714
Meredith Corp.	10,553	588,752
Omnicom Group, Inc.	41,321	3,439,973
Telefonica Publicidad E Informacion SA	118,091	1,312,233
TiVo, Inc. (1)	196,331	1,419,473
Univision Communications, Inc., Class A (1)	42,797	1,475,213
Viacom, Inc., Class B (1)	87,263	3,385,804
Walt Disney Co.	224,507	6,261,500
773 f C - 111. D 11 11 11 11 11 C1 1 (1)	169,572	3,776,368
XM Satellite Radio Holdings, Inc., Class A (1)	109,372	\$ 44,904,965

Metals & Mining 1.9%		
Alcan, Inc.	41,646	\$ 1,904,472
Alcoa, Inc.	49,548	1,514,187
Anglo American PLC	195,022	7,541,809
Arcelor	58,395	2,294,234
Dowa Mining Co., Ltd.	146,000	1,745,320
Freeport-McMoRan Copper & Gold, Inc., Class B	72,782	4,350,180
Nucor Corp.	38,985	4,085,238
Rio Tinto PLC	236,332	12,101,588
Sumitomo Metal Industries, Ltd.	356,000	1,524,962
Toho Zinc Co., Ltd.	142,000	1,445,182
		\$ 38,507,172
Multiline Retail 1.0%		
Dollar General Corp.	151,116	2,670,220
Federated Department Stores, Inc.	75,974	5,546,102
Hankyu Department Stores	42,000	387,195
J.C. Penney Company, Inc.	10,989	663,845
Nordstrom, Inc.	42,995	1,684,544
PPR SA	12,595	1,516,575
Ryohin Keikaku Co., Ltd.	3,600	301,297
Sears Holdings Corp. (1)	62,826	8,308,110
		\$ 21,077,888
Multi-Utilities 1.5%		
Ameren Corp.	89,366	4,452,214
Centrica PLC	281,371	1,369,650
KeySpan Corp.	14,259	582,765
National Grid PLC	115,397	1,143,350
NiSource, Inc.	161,910	3,273,820
PG&E Corp.	16,823	654,415
Public Service Enterprise Group, Inc.	56,822	3,638,881
RWE AG	22,826	1,775,730
Suez	52,258	2,055,385
Suez SA	171,500	6,730,481
Suez SA STRIP VVPR (1)	53,996	654
TECO Energy, Inc.	30,971	499,253
United Utilities PLC	97,162	1,158,782
Veolia Environnement	31,200	1,726,368
Xcel Energy, Inc.	15,922	288,984
		\$ 29,350,732
Office Electronics 0.3%		
Canon, Inc.	74,700	4,917,679
Xerox Corp. (1)	38,686	588,027
		\$ 5,505,706
12		

Oil, Gas & Consumable Fuels 7.9%		
BP PLC	3,286,131	\$ 37,733,127
Burlington Resources, Inc.	53,004	4,871,598
Chevron Corp.	90,016	5,218,228
ConocoPhillips	106,251	6,709,751
El Paso Corp.	56,715	683,416
EnCana Corp.	13,766	643,285
ENI SPA	515,272	14,651,791
Exxon Mobil Corp.	386,451	23,519,408
Frontline, Ltd.	27,509	908,840
Murphy Oil Corp.	10,642	530,184
Parallel Petroleum Corp. (1)	49,481	912,924
Royal Dutch Shell PLC, Class A	507,453	15,832,867
Royal Dutch Shell PLC, Class B	383,980	12,478,703
Ship Finance International, Ltd.	1,812	30,647
Showa Shell Sekiyu KK	151,800	1,717,844
Sunoco, Inc.	15,302	1,186,976
TonenGeneral Sekiyu KK	42,000	426,338
Total SA	106,101	27,932,512
Williams Cos., Inc.	128,181	2,741,792
XTO Energy, Inc.	12,033	524,278
		\$ 159,254,509
Paper and Forest Products 0.2%		
International Paper Co.	50,046	1,730,090
MeadWestvaco Corp.	40,062	1,094,093
Nippon Paper Group, Inc.	196	845,336
OJI Paper Co., Ltd.	176,000	1,078,067
		\$ 4,747,586
Personal Products 0.3%		
Alberto-Culver Co.	11,849	524,081
Beiersdorf AG	9,572	1,377,875
Oriflame Cosmetics SA	36,069	1,200,958
Shiseido Co., Ltd.	137,000	2,540,716
		\$ 5,643,630
Pharmaceuticals 7.1%		
Abbott Laboratories	212,635	9,030,608
Astellas Pharma, Inc.	67,800	2,562,665
AstraZeneca PLC	200,545	10,058,987
Bristol-Myers Squibb Co.	330,336	8,129,569
Chugai Pharmaceuticals Co., Ltd.	70,000	1,265,311
Cypress Bioscience, Inc. (1)	25,169	158,565
Daiichi Sankyo Co. Ltd.	11,800	268,732
Eisai Co., Ltd.	85,900	3,741,901
GlaxoSmithKline PLC	920,920	24,036,155
13		

Johnson & Johnson Co.	144,723	\$ 8,570,496
Merck & Co., Inc.	269,420	9,491,667
Novartis AG	206,358	11,421,965
Pfizer, Inc.	599,790	14,946,767
Roche Holding AG	118,891	17,625,537
Sanofi-Synthelabo SA	167,961	15,905,060
Santen Pharmaceutical Co., Ltd.	18,900	454,158
Takeda Pharmaceutical Co., Ltd.	81,900	4,647,410
Tanabe Seiyaku Co., Ltd.	28,000	309,339
		\$ 142,624,892
Real Estate 0.6%		
Apartment Investment and Management Co., Class A	42,450	1,990,905
Archstone-Smith Trust	13,432	655,079
Heiwa Real Estate Co., Ltd.	219,000	1,574,440
Japan Real Estate Investment Corp.	50	432,272
Japan Retail Fund Investment Corp.	50	389,877
Nippon Building Fund, Inc.	56	516,494
NTT Urban Development Corp.	83	719,697
Simon Property Group, Inc.	35,779	3,010,445
Sumitomo Realty & Development Co., Ltd.	72,000	1,988,267
Tokyu Land Corp.	29,000	258,766
Tokyu Edild Corp.	27,000	\$ 11,536,242
Road & Rail 0.2%		Ψ 11,550,242
CSX Corp.	11,897	711,441
East Japan Railway Co.	50	369,415
Kinetsu Corp.	91,000	353,684
Swift Transportation Co., Inc. (1)	50,000	1,086,500
Tobu Railway Co., Ltd.	154,000	808,522
Toou Kanway Co., Ltd.	134,000	
Comiconductors & Comiconductor Equipment 450		\$ 3,329,562
Semiconductors & Semiconductor Equipment 4.5% Advantest Corp.	67,800	9 024 902
		8,034,893
Analog Devices, Inc.	33,409	1,279,231
Applied Materials, Inc.	498,564	8,729,856
Atheros Communications, Inc. (1)	55,283	1,447,862
Intel Corp.	1,233,219	23,862,788
KLA-Tencor Corp.	154,838	7,487,966
LSI Logic Corp. (1)	56,168	649,302
Marvell Technology Group, Ltd. (1)	123,910	6,703,531
Maxim Integrated Products, Inc.	243,480	9,045,282
Microchip Technology, Inc.	191,324	6,945,061
NVIDIA Corp. (1)		
	17,074	977,657
ROHM Co., Ltd.	2,400	252,518
STMicroelectronics N.V.	2,400 144,552	252,518 2,658,311
STMicroelectronics N.V. Taiwan Semiconductor Manufacturing Co., Ltd. ADR	2,400 144,552 328,586	252,518 2,658,311 3,305,575
STMicroelectronics N.V.	2,400 144,552	252,518 2,658,311

Tessera Technologies, Inc. (1)	26,615	\$ 853,809	
Tokyo Electron, Ltd.	72,700	4,986,571	
Unaxis Holding AG (1)	6,348	1,806,891	
Veeco Instruments, Inc. (1)	33,128	773,539	
		\$ 90,327,052	
Software 4.7%			
Autodesk, Inc. (1)	101,343	3,903,732	
BMC Software, Inc. (1)	26,642	577,066	
CA, Inc.	43,249	1,176,805	
Compuware Corp. (1)	58,560	458,525	
Electronic Arts, Inc. (1)	118,496	6,484,101	
Konami Corp.	88,000	2,213,220	
Microsoft Corp.	1,835,000	49,930,350	
Nintendo Co., Ltd.	4,100	610,748	
Oracle Corp. (1)	1,208,900	16,549,841	
Oracle Corp.	10,800	539,738	
Symantec Corp. (1)	598,288	10,069,187	
Trend Micro, Inc.	70,000	2,444,813	
·	,	\$ 94,958,126	
Specialty Retail 1.2%			
Abercrombie & Fitch Co., Class A	46,375	2,703,663	
Aoyama Trading Co., Ltd.	9,600	317,578	
Bed Bath and Beyond, Inc. (1)	167,745	6,441,408	
Best Buy Co., Inc.	57,465	3,214,017	
Big 5 Sporting Goods Corp.	22,809	446,600	
Fast Retailing Co., Ltd.	70,500	6,882,208	
Inditex SA	44,192	1,703,381	
Office Depot, Inc. (1)	17,560	653,934	
Shimamura Co., Ltd.	1,900	220,210	
Tiffany & Co.	13,839	519,516	
TJX Companies, Inc.	25,596	635,293	
		\$ 23,737,808	
Textiles, Apparel & Luxury Goods 0.6%			
Coach, Inc. (1)	37,247	1,288,001	
Compagnie Financiere Richemont AG, Class A	33,833	1,615,134	
Nike, Inc., Class B	72,969	6,209,662	
Onward Kashiyama Company, Ltd.	24,000	424,014	
Swatch Group AG, Class B	6,996	1,170,120	
Toyobo Co., Ltd.	298,000	918,673	
Unitika, Ltd.	158,000	293,156	
	100,000	\$ 11,918,760	
Thrifts & Mortgage Finance 0.4%		Ψ 21,5 10,7 00	
Commercial Capital Bancorp	30,478	428,521	
Countrywide Financial Corp.	19,114	701,484	
15	->,		
15			

Fannie Mae	118,647	\$	6,098,456
PFF Bancorp, Inc.	10,865	366,259	0,070,120
TTT Buileosp, Inc.	10,000	\$	7,594,720
Tobacco 1.0%		Ψ	7,00 1,720
Altadis SA	29,497	1,319,03	3
Altria Group, Inc.	127,887	9,062,07	
Gallaher Group PLC	84,360	1,226,92	
Imperial Tobacco Group PLC	46,553	1,375,14	
Reynolds American, Inc.	45,902	4,842,66	
Swedish Match AB	92,749	1,265,99	
UST, Inc.	28,896	1,202,07	
	-,	\$	20,293,912
Trading Companies & Distributors 0.2%			., ,
Mitsui and Co., Ltd.	196,000	2,823,85	1
Tomen Corp. (1)	139,000	245,038	
Toyota Tsusho Corp.	16,000	432,856	
WW Grainger, Inc.	8,452	636,858	
		\$	4,138,603
Transportation Infrastructure 0.2%			, i
Abertis Infraestructuras SA	40,100	1,037,21	8
Autoroutes du Sud de la France	20,604	1,272,42	1
BAA PLC	87,261	1,254,93	8
		\$	3,564,577
Water Utilities 0.1%			
Kelda Group PLC	79,871	1,090,70	8
Severn Trent PLC	61,138	1,181,35	9
		\$	2,272,067
Wireless Telecommunication Services 1.5%			
Bouygues SA	28,071	1,484,82	4
KDDI Corp.	661	3,521,73	2
NTT DoCoMo, Inc.	313	460,092	
Sprint Nextel Corp.	275,590	7,121,24	6
Vodafone Group PLC	8,704,572	18,129,9	35
		\$	30,717,829
Total Common Stocks			
(identified cost \$1,864,743,709)		\$	2,029,773,237
Total Investments 100.7%			
(identified cost \$1,864,743,709)		\$	2,029,773,237
Other Assets, Less Liabilities (0.7)%		\$	(14,372,900 )
Net Assets 100.0%		\$	2,015,400,337

# ADR American Depository Receipt (1) Non-income producing security.

#### **Country Concentration of Portfolio**

Country	Percentage of Total Investments		Value
United States	52.9	%	\$ 1,079,862,094
Japan	11.0		222,740,100
United Kingdom	10.9	%	219,706,615
France	5.4	%	109,785,574
Switzerland	4.2	%	84,496,149
Germany	4.0	%	80,505,836
Netherlands	2.8	%	56,903,893
Italy	2.2	%	44,385,767
Spain	2.1	%	43,137,172
Bermuda	0.8	%	15,256,990
Finland	0.8	%	15,437,034
Sweden	0.8	%	15,532,184
Belgium	0.4	%	7,557,157
Denmark	0.4	%	9,080,983
South Africa	0.4	%	7,541,809
Canada	0.3	%	7,025,431
Cayman Islands	0.2	%	3,809,032
Taiwan	0.2	%	3,305,575
Other Countries, less than 0.2% each	0.2	%	3,703,842
	100.0	%	\$ 2,029,773,237

The cost and unrealized appreciation (depreciation) in value of the investments owned at March 31, 2006, as computed on a federal income tax basis, were as follows:

Aggregate cost	\$	1,864,743,709
Gross unrealized appreciation	\$	208,586,149
Gross unrealized depreciation	(43,556,	521 )
Net unrealized appreciation	\$	165,029,528

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Summary of options outstanding at March 31, 2006:

#### WRITTEN OPTIONS

Type of Contract	Number of Contracts	Premium Received	Value
Eurotop 100 Index,	Contracts	Received	value
Expires 4/18/06, Strike 292.50	23,900	\$ 6,770,870	\$ (3,828,541 )
Nasdaq 100 Index,	23,900	φ 0,770,870	\$ (5,628,541)
Expires 4/22/06, Strike 1,680.00	1,152	3,487,872	(4,884,480 )
Nasdaq 100 Index,	1,132	3,487,872	(4,884,480
Expires 4/22/06, Strike 1,710.00	528	1 122 705	(1,351,680 )
	328	1,123,795	(1,551,080
Nasdaq 100 Index,	000	1 024 571	(1.620.000
Expires 4/22/06, Strike 1,725.00	900	1,834,571	(1,620,000)
Nikkei Index,		• • • • • • • • • • • • • • • • • • • •	(12.015.111
Expires 4/22/06, Strike 16,000.00	1,534	3,980,998	(13,946,141 )
S & P 500 Index,			
Expires 4/22/06, Strike 1,290.00	1,065	1,829,670	(1,853,100)
S & P 500 Index,			
Expires 4/22/06, Strike 1,295.00	615	1,043,963	(996,300)
S & P 500 Index,			
Expires 4/22/06, Strike 1,305.00	1,932	2,894,136	(2,028,600)
S & P 500 Index,			
Expires 4/22/06, Strike 1,315.00	1,400	1,974,200	(882,000)
TOTAL		\$ 24,940,075	\$ (31,390,842)

Written call option activity for the period ended March 31, 2006 was as follows:

	Number of Contracts	Premiums Received	
Outstanding, beginning of period	8,649	\$ 17,480,251	
Options written	25,715	46,958,806	
Options closed	(25,978	) (48,777,997 )	
Outstanding, end of period	8,386	\$ 15,661,060	

At March 31, 2006, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

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#### **Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant s principal executive officer and principal financial officer that the effectiveness of the registrant s current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission s rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant s principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant s internal controls over financial reporting during the fiscal quarter for which the report is bei	ng
filed that have materially affected, or are reasonably likely to materially affect the registrant s internal control over financial reporting.	

#### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President and Principal Executive Officer

Date: May 24, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Duncan W. Richardson

Duncan W. Richardson

President and Principal Executive Officer

Date: May 24, 2006

By: /s/ Barbara E. Campbell

Barbara E. Campbell

Treasurer and Principal Financial Officer

Date: May 24, 2006