

GYRODYNE CO OF AMERICA INC

Form SC 13D/A

August 03, 2012

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
7/27/12

1. NAME OF REPORTING PERSON

Bulldog Investors, Brooklyn Capital Management,  
Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

7. SOLE VOTING POWER

198,906

8. SHARED VOTING POWER

38,492

9. SOLE DISPOSITIVE POWER

237,398

---

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

237,398

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

---

13. PERCENT OF CLASS REPRESENTED BY ROW 11

16.01%

14. TYPE OF REPORTING PERSON

# Edgar Filing: GYRODYNE CO OF AMERICA INC - Form SC 13D/A

IA

---

## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment # 2 to the Schedule 13d filed on April 2, 2012. Except as specifically set forth herein, the Schedule 13d remains unmodified.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the 10-Q filed on November 9, 2011 there were 1,482,680 shares of common stock outstanding as of 11/09/2011 The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 237,398 shares of GYRO or 16.01% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the past filing on 6/8/12 the following shares of GYRO were sold:

Date:	Shares:	Price:
06/08/12	(332)	115.0000
07/05/12	(6,562)	115.0009
07/06/12	(5,106)	115.0000
07/09/12	(1,517)	115.0000
07/23/12	(12)	114.2500
07/27/12	(3,206)	114.0674
07/30/12	(6)	114.2500
08/01/12	(200)	113.4500
08/02/12	(600)	113.1583

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

## ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 08/03/2012

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos