

SPECIAL OPPORTUNITIES FUND, INC.

Form 4

June 29, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HELLERMAN GERALD

2. Issuer Name **and** Ticker or Trading
Symbol
**SPECIAL OPPORTUNITIES
FUND, INC. [SPE]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5431 NW 21ST AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Compliance Officer & CFO

BOCA RATON, FL 33496

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/27/2012		P		730	D \$ 15.1	4,270 ⁽¹⁾ I By Spouse
Common Stock	06/29/2012		P		280	D \$ 15.15	750 ⁽¹⁾ I By Spouse's IRA
Common Stock	06/29/2012		P		5	D \$ 15.11	750 ⁽¹⁾ I By Spouse's IRA
Common Stock							2,250 I By IRA

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (right to buy) ⁽²⁾	\$ 50	06/27/2012		X		225		06/15/2012	07/09/2012	3.00% Convertible Preferred Stock, Series A	22
Subscription Rights (right to buy) ⁽²⁾	\$ 50	06/27/2012		X		500		06/15/2012	07/09/2012	3.00% Convertible Preferred Stock, Series A	50
3.00% Convertible Preferred Stock, Series A	\$ 0	06/27/2012		X		225		⁽⁴⁾	⁽⁵⁾	Common Stock	67
3.00% Convertible Preferred Stock, Series A	\$ 0	06/27/2012		X		500		⁽⁴⁾	⁽⁵⁾	Common Stock	1,5
Subscription Rights (right to buy) ⁽²⁾	\$ 50	06/29/2012		X		100		06/15/2012	07/09/2012	3.00% Convertible Preferred Stock, Series A	10
	\$ 0	06/29/2012		X		100		⁽⁴⁾	⁽⁵⁾		30

3.00%
Convertible
Preferred
Stock, Series
A

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLERMAN GERALD 5431 NW 21ST AVENUE BOCA RATON, FL 33496	X		Chief Compliance Officer & CFO	

Signatures

/s/ Gerald
Hellerman

06/29/2012

**Signature of
Reporting Person

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).
- (1) The Reporting Person disclaims beneficial ownership of the securities owned by his spouse and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
Subscription rights ("Rights") received pursuant to a pro rata distribution thereof to stockholders of record of the Issuer as of June 15, 2012 in connection with a rights offering. Each Right entitles its holder to purchase one share of 3.00% Convertible Preferred Stock, Series A ("Preferred Stock") at a subscription price of \$50 per share.
- (2) 2012 in connection with a rights offering. Each Right entitles its holder to purchase one share of 3.00% Convertible Preferred Stock, Series A ("Preferred Stock") at a subscription price of \$50 per share.
- (3) The Reporting Person disclaims beneficial ownership of the securities owned by his spouse and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (4) The shares of Preferred Stock are convertible into common stock immediately upon issuance at the ratio of three shares of common stock for every one share of Preferred Stock, subject to adjustment.
- (5) The shares of Preferred Stock will be redeemed by the Issuer if not converted prior to July 10, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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