

SPECIAL OPPORTUNITIES FUND, INC.

Form 4

February 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSTEIN PHILLIP

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)

60 HERITAGE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and Secretary

PLEASANTVILLE, NY 10570

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/24/2014		J ⁽⁵⁾	V Amount (A) or (D) Price 4,295 A \$ 16.9	37,253	D	
Common Stock	01/24/2014		J ⁽⁵⁾	15 A \$ 16.9	132	I ⁽¹⁾	Spouse
Common Stock	01/24/2014		J ⁽⁵⁾	652 A \$ 16.9	5,652	D ⁽¹⁾ ⁽²⁾	
Common Stock	01/24/2014		J ⁽⁵⁾	935 A \$ 16.9	8,112	D ⁽¹⁾ ⁽²⁾	

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

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(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)	8. Price Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
3% convertible preferred stock, series A	\$ 0					(3)	(4)	Common Stock 11,717
3% convertible preferred stock, series A	\$ 0					(3)	(4)	Common Stock 70
3% convertible preferred stock, series A	\$ 0					(3)	(4)	Common Stock 1,647
3% convertible preferred stock, series A	\$ 0					(3)	(4)	Common Stock 2,742

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

GOLDSTEIN PHILLIP
60 HERITAGE DRIVE
PLEASANTVILLE, NY 10570

Chairman
and Secretary

Signatures

/s/ Stephanie Darling as attorney in fact for Phillip
Goldstein

02/03/2014

__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).

The Reporting Person disclaims beneficial ownership of the securities owned by his family members and this report should not be

- (1) deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) Shares are held jointly with a family member.
- (3) The shares of Preferred Stock are convertible into common stock immediately upon issuance at the ratio of 3.1918 shares of common stock for every one share of Preferred Stock, subject to adjustment.
- (4) The shares of Preferred Stock will be redeemed by the Issuer if not converted prior to July 24, 2017.
- (5) The shares were acquired via a stock dividend.

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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