LGL GROUP INC

Form 4

December 18, 2012

# 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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GABELLI MARIO J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LGL GROUP INC [LGL]

(Check all applicable)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/14/2012

Director Officer (give title below)

\_X\_\_ 10% Owner \_ Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O GAMCO INVESTORS, INC, ONE CORPORATE CENTER

(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

RYE, NY 10580

Stock

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivativ	ve Seci	urities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Secur or(A) or D (Instr. 3.	oispose , 4 and (A) or	ed of (D)	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	12/14/2012		P	100	A	\$ 5.11	96,430	I	By: GGCP, Inc. (1)
Common Stock	12/17/2012		P	670	A	\$ 5.1121	97,100	I	By: GGCP, Inc. (1)
Common Stock							96,756	I	By: MJG-IV Limited Partnership
Common							238,261	D	

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	isable and	7. Titl	le and	8. Price of	Ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41	or		
						Exercisable Date	Date		Number		
				C 1 1	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
GABELLI MARIO J							
C/O GAMCO INVESTORS, INC		X					
ONE CORPORATE CENTER		Λ					
RYE, NY 10580							

## **Signatures**

/s/ Douglas R. Jamieson, Attorney-In-Fact for Mario J.
Gabelli
12/18/2012

\*\*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).
- These shares are owned by GGCP, Inc. ("GGCP"). Mr. Gabelli is deemed the beneficial owner of the shares owned by GGCP since he is the Chief Executive Officer, a director and the controlling shareholder of GGCP. Mr. Gabelli has less than a 100% interest in GGCP and disclaims beneficial ownership of the shares held by GGCP in excess of his pecuniary interest.
- These shares are owned by MJG-IV Limited Partnership ("MJG-IV"). Mr. Gabelli is deemed the beneficial owner of the shares owned by (2) MJG-IV since he is the general partner. Mr. Gabelli has less than a 100% interest in MJG-IV and disclaims beneficial ownership of the shares held by MJG-IV in excess of his pecuniary interest.

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

Reporting Owners 2

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