### Edgar Filing: LGL GROUP INC - Form 4

| LGL GROU<br>Form 4   | JP INC   |         |  |   |       |             |           |              |   |  |   |  |  |
|--|--|---------|--|---|-------|-------------|-----------|--------------|---|--|---|--|--|
| November 2   | 29, 2012   |         |  |   |       |             |           |              |   |  |   |  |  |
| <b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION   |  |         |  |   |       |             |           |              | т   | OMB APPROVAL   |   |  |  |
|  |  |         |  |   |       | , D.C. 2    |           |              |   | OMB<br>Number:   | 3235-0287   |  |  |
| Section 16.<br>Form 4 or<br>Form 5 Filed pursuant  |  |         | OF CHANGES IN BENEFICIAL OWN<br>SECURITIES<br>Section 16(a) of the Securities Exchange |   |       |             |           |              |   | Expires:<br>Estimated<br>burden he<br>response                             | ours per  |  |  |
| obligations<br>may continue.<br>See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 19401(b).30(h) of the Investment Company Act of 1940 |  |         |  |   |       |             |           |              |   |  |   |  |  |
| (Print or Type   | Responses)   |         |  |   |       |             |           |              |   |  |   |  |  |
| GABELLI MARIO J Sym  |  |         |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>ymbol<br>GL GROUP INC [LGL]                                      |       |             |           |              | 5. Relationship of Reporting Person(s) to Issuer  |  |   |  |  |
| (Last)   | (First) (  | Middle) | 3. Date  | of Earli  | est T | 'ransactior | 1         |              | (Che  | ck all applical  | ole)  |  |  |
| C/O GAMCO INVESTORS, 11/27/2<br>INC, ONE CORPORATE CENTER  |  |         |  | h/Day/Year)<br>//2012   |       |             |           |              | Director     _X_ 10% Owner       Officer (give title    Other (specify below)                                 |  |   |  |  |
|  | (Street)   |         |  |   |       | ate Origin  | al        |              | 6. Individual or J  | oint/Group Fi  | ling(Check  |  |  |
| Filed(Ma<br>RYE, NY 10580  |  |         |  | /Ionth/Day/Year)  |       |             |           |              | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |   |  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |  |         |  |   |       |             |           |              |   |  |   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date 2A. Deemed<br>(Month/Day/Year) Execution Date, if<br>any<br>(Month/Day/Year) |         |  | 3. 4. Securities Acquired<br>Transaction(A) or Disposed of (D)<br>Code (Instr. 3, 4 and 5)<br>(Instr. 8)<br>(A) |       |             |           |              | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)                | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|  |  |         |  | Code  | V     | Amount      | or<br>(D) | Price        | (Instr. 3 and 4)  |  |   |  |  |
| Common<br>Stock  | 11/27/2012   |         |  | Р   |       | 1,000       | А         | \$ 5.026     | 93,600  | Ι  | By: GGCP, Inc. $(1)$  |  |  |
| Common<br>Stock  | 11/28/2012   |         |  | Р   |       | 300         | А         | \$<br>5.0167 | 93,900  | Ι  | By: GGCP, Inc. $(1)$  |  |  |
| Common<br>Stock  |  |         |  |   |       |             |           |              | 96,756  | I  | By:<br>MJG-IV<br>Limited<br>Partnership<br>(2)                    |  |  |
| Common<br>Stock  |  |         |  |   |       |             |           |              | 238,261   | D <u>(3)</u>   |   |  |  |

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

Persons who respond to the collection of information contained in this form are not 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>of Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Securi<br>(Instr. | nt of<br>lying               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|--|---------------------|--------------------|---|------------------------------|---|---|
|   |   |   |   |  |  | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of |   |   |

Code V (A) (D)

Date

# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>  |            |             |         |            |  |  |  |  |
|--|------------|-------------|---------|------------|--|--|--|--|
|  | Director   | 10% Owner   | Officer | Other      |  |  |  |  |
| GABELLI MARIO J<br>C/O GAMCO INVESTORS, INC<br>ONE CORPORATE CENTER<br>RYE, NY 10580 |            | Х           |         |            |  |  |  |  |
| Signatures   |            |             |         |            |  |  |  |  |
| /s/ Douglas R. Jamieson, Attorney-<br>Gabelli  | In-Fact fo | or Mario J. |         | 11/29/2012 |  |  |  |  |

\*\*Signature of 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).

These shares are owned by GGCP, Inc. ("GGCP"). Mr. Gabelli is deemed the beneficial owner of the shares owned by GGCP since he is
(1) 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.
- (3) Includes 8,767 shares held in a 401(k) account.

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**

Shares

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