

GYRODYNE CO OF AMERICA INC  
Form SC 13G/A  
February 14, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Gyrodyne Co of America Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

403820103  
(CUSIP Number)

12/31/12  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No.: 403820103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Bulldog Investors, Brooklyn Capital Management,  
Phillip Goldstein and Andrew Dakos

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
U.S.A

Number of Shares Beneficially Owned by Each reporting Person  
With:

5. Sole Voting Power  
251,213

6. Shared Voting Power  
41,068

7. Sole Dispositive Power  
292,281

8. Shared Dispositive Power  
N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
292,281

10. Check if the Aggregate Amount in Row ( 9 ) Excludes Certain

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Shares (See Instructions)  
N/A

11. Percent of Class Represented by Amount in Row ( 9 )  
19.71%

12. Type of Reporting Person (See Instructions)  
IA

Item 1.

(a) The Name of the Issuer is:  
Gyrodyne Co of America Inc.

(b) The Address of the Issuer's Principal Executive Office is:  
1 Flowerfield Suite 24  
St James, NY 11780

Item 2.

(a) The names of the Persons Filing are:  
Bulldog Investors, Brooklyn Capital Management,  
Phillip Goldstein and Andrew Dakos. Phillip Goldstein and  
Andrew Dakos are principals of Bulldog Investors.

(b) The address of principal place of business and  
principal office is: See (c)

(c) Place of Organization:  
Park 80 West, 250 Pehle Ave. Suite 708  
Saddle Brook, NJ 07663

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 403820103

Item 3.

The persons filing are not listed in Items 3(a) through 3 (j).

Item 4.

(a) Amount beneficially owned: 292,281  
(b) Percent of class: 19.71%  
(c) Number of shares as to which the person has:  
(i) Sole power to vote or to direct the vote: 251,213  
(ii) Shared power to vote or to direct the vote: 41,068  
(iii) Sole power to dispose or to direct the disposition  
of: 292,281  
(iv) Shared power to dispose or to direct the disposition  
of: N/A

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of  
the date hereof the reporting person has ceased to be the  
beneficial owner of more than five percent of the class of  
securities, check the following: \_\_\_\_.

Item 6. Ownership of More than Five Percent on Behalf of Another  
Person.

Clients of Phillip Goldstein and Andrew Dakos are entitled to  
receive dividends and sales proceeds.

Item 7. Identification and Classification of the Subsidiary  
Which Acquired the Security being Reported on by the Parent  
Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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.

By: /s/  
Name: Phillip Goldstein  
Title: Principal, Bulldog Investors  
Date: February 14, 2012

By: /s/  
Name: Andrew Dakos  
Title: Principal, Bulldog Investors  
Date: February 14, 2012