

GYRODYNE CO OF AMERICA INC
 Form 4/A
 July 08, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LAMB PAUL L

2. Issuer Name and Ticker or Trading Symbol
 GYRODYNE CO OF AMERICA INC [GYRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/26/2015

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

42 MT. GREY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/30/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EAST SETAUKET, NY 11733

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Gyrodyne Company of America Common Stock | 06/26/2015 | | P(1) | 9,963.5 A | \$ 2.75 12,240.5 | I | By Lamb & Barnosky Profit Sharing Plan, of which Mr. Lamb is Trustee |
| Gyrodyne Company of America | 06/26/2015 | | P(1) | 52,171.5 A | \$ 2.75 64,094.5 | I | By Paul L. Lamb P.C. Defined |

Common
Stock

Benefit
Plan, of
which Mr.
Lamb is
Trustee

Gyrodyne
Company
of America 06/26/2015
Common
Stock

P⁽¹⁾ 50,625 A \$ 2.75 66,003 I

By Paul L.
Lamb IRA

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.

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAMB PAUL L 42 MT. GREY ROAD EAST SETAUKET, NY 11733 | X | | | |

Signatures

P.L. Lamb 07/08/2015

__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) On June 26, 2015, the reporting person purchased a total of 112,760 shares of common stock of Gyrodyne Company of America, Inc. (the "Company") for \$2.75 per share in connection with the reporting person's exercise of nontransferable subscription rights to purchase common stock of the Company pursuant to the Company's rights offering.

Remarks:

The Form 4 as originally filed, incorrectly reported the number of shares acquired on 6/26/15 and the total amount of securities

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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