

MORRIS WILLIAM C
Form 4/A
January 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
MORRIS WILLIAM C

(Last) (First) (Middle)

100 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRI-CONTINENTAL CORP [TY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
12/16/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Issuer / Chairman, Issuer's Inv. Adv.

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Tri-Continental Corporation | 12/15/2005 | | P | | 533.618 | A | \$ 18.74 |
| | | | | | 30,645.344 | I | Held in grantor trust for son |
| Tri-Continental Corporation | 12/15/2005 | | P | | 533.618 | A | \$ 18.74 |
| | | | | | 31,178.962 | I | Held in grantor trust for grandchild |
| Tri-Continental Corporation | 12/15/2005 | | P | | 533.618 | A | \$ 18.74 |
| | | | | | 31,712.58 | I | Held in grantor trust for |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| MORRIS WILLIAM C 100 PARK AVENUE NEW YORK, NY 10017 | X | | Chairman of Issuer | Chairman, Issuer's Inv. Adv. |

Signatures

Albert A. Pisano, power of attorney
Date: 01/19/2006

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).

Remarks:

This filing amends the filing of December 16, 2005 to reflect the reinvestment of dividends on December 13, 2005 with respect to the securities indirectly owned by Mr. William C. Morris following the reported transactions, as stated on the first page of this filing.

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This statement is filed pursuant to Section 16 of the Act and shall not be deemed an admission that the reporting person is, for

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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