#### MORRIS WILLIAM C

Form 4 March 26, 2008

# FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MORRIS WILLIAM C			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol TRI-CONTINENTAL CORP [TY]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)						(Check all applicable)				
100 PARK AV	` ′	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/13/2008			X_ below)	_X_ Director 10% OwnerX_ Officer (give titleX_ Other (specify below) below)  Chairman / Chairman of Issuer's Inv. Adv.				
(Street)			4. If Amendme	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Da	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK, N						Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - I	Non-Deriv	ative Securi	ties Ac	quired, I	Disposed of, or B	eneficially O	wned		
1.Title of Security (Instr. 3)	2. Transac (Month/Da	ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities on Dispose (Instr. 3, 4) Amount	d of (Ľ	<b>)</b> )	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)		
Tri-Continental Corporation (TY)	02/13/20	008		P	620.476	A	\$ 19.34	39,348.032	I	Held in grantor trust for grandchild		

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.

SEC 1474

(9-02)

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# 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	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

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

# **Signatures**

Judith G. Kuhlman, by power of attorney 03/26/2008

\*\*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).

### **Remarks:**

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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