

ADAMS DIVERSIFIED EQUITY FUND, INC.
 Form 5
 February 04, 2016

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HOOPER LAWRENCE L JR

2. Issuer Name and Ticker or Trading Symbol
 ADAMS DIVERSIFIED EQUITY FUND, INC. [ADX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., Gen. Counsel, & Sec'y.

500 EAST PRATT STREET, SUITE 1300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BALTIMORE, MD 21202

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/31/2015 | Â | J | 367.182 ⁽¹⁾ A \$ 0 | 12,116.449 ⁽²⁾ | D | Â |
| Common Stock | 12/31/2015 | Â | J | 1,971.7008 ⁽³⁾ A \$ 0 | 28,574.423 ⁽⁴⁾ | I | By Issuer's Thrift Plan Trust |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOPER LAWRENCE L JR 500 EAST PRATT STREET, SUITE 1300 BALTIMORE, MD 21202 | Â | Â | Â V.P., Gen. Counsel, & Sec'y. | Â |

Signatures

Gail L. Valenti as Attorney-in-Fact for Lawrence L. Hooper, Jr. 02/04/2016

__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) These shares were acquired in exempt transactions as a result of dividend reinvestment. The Issuer's stock traded in a range of \$12.39 - \$14.35 during 2015.
- (2) The undersigned has included in prior filings 279.6610 shares held in custodial accounts with his two children. Of these shares, 137.6270 are now held solely by one of the undersigned's children and are no longer included in this number
- (3) These shares are held by the Issuer's Thrift Plan Trust and represent the undersigned's proportionate beneficial interest in the shares that were acquired by the Trust in 2015 in exempt transactions as a result of periodic contributions made during 2015 and shares acquired by the Trustee through dividend reinvestment in 2015. The Issuer's stock traded in a range of \$12.39 - \$14.35 during that time.
- (4) The number of shares reported as held by the Issuer's Thrift Plan Trust represents the undersigned's proportionate beneficial interest in such stock held in the Trust. Such number is based on information as of 12/31/2015. This number includes the shares acquired in exempt transactions through periodic contributions made during 2015, shares acquired by the Trustee through dividend reinvestment, changes in the number of shares previously reported due to fluctuations in the market price and interests in the Trust during 2015. The Issuer's stock traded in a range of \$12.39 - \$14.35 during 2015.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.