

TRI-CONTINENTAL CORP  
Form 4  
December 28, 2007

**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 \*  
**MORRIS WILLIAM C**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**100 PARK AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/26/2007**

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

**NEW YORK, NY 10017**

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 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) | 12/26/2007                           |  | P                              | 332.7 A   | \$ 21.04 37,586.878   | I  | Held in grantor trust for son                         |
| Tri-Continental Corporation (TY) | 12/26/2007                           |  | P                              | 570.342 A   | \$ 21.04 38,157.22  | I  | Held in grantor trust for grandchild                  |
| Tri-Continental Corporation (TY) | 12/26/2007                           |  | P                              | 570.342 A   | \$ 21.04 38,727.562   | I  | Held in grantor trust for grandchild                  |

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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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

**Reporting Owners**

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

**Signatures**

Judith G. Kuhlman, by power of attorney 12/28/2007

        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(a) of the Act and shall not be deemed an admission that the reporting person is, or has, committed a violation of the Act. 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.