

LIBERTY ALL STAR GROWTH FUND INC.

Form SC 13D/A

March 08, 2010

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
2/25/2010

1. NAME OF REPORTING PERSON

Bulldog Investors, Brooklyn Capital Management LLC., Phillip Goldstein  
and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

1,809,127

8. SHARED VOTING POWER

781,314

9. SOLE DISPOSITIVE POWER

2,590,641

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,590,641

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.61%

14. TYPE OF REPORTING PERSON

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IA

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## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed February 19, 2010. Except as specifically set forth herein, the Schedule 13d remains unmodified.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the Form N-Q filed on November 23, 2009 there were 30,080,350 shares of common stock outstanding as of 09/30/09. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management LLC., Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 2,590,641 shares of ASG or 8.61% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the last filing on 2/19/10 the following shares of ASG were purchased:

Date:	Shares:	Price:
2/19/10	89,492	3.4837
2/19/10	31,508	3.4837
2/22/10	36,544	3.5036
2/22/10	12,866	3.5036
2/23/10	10,000	3.4700
2/23/10	5,900	3.4830
2/23/10	10,000	3.4600
2/23/10	10,000	3.4900
2/24/10	61,751	3.4496
2/24/10	21,741	3.4496
2/25/10	20,755	3.4195
2/25/10	7,307	3.4195
2/26/10	47,351	3.4572
2/26/10	16,600	3.4572
3/01/10	9,041	3.4900
3/01/10	3,183	3.4900
3/02/10	38,601	3.5163
3/02/10	13,590	3.5163
3/03/10	18,470	3.5498
3/03/10	51,444	3.5498
3/05/10	35,949	3.5902
3/05/10	12,907	3.5900

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

## ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 03/08/2010

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos