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BEXIL CORP  
Form SC 13D/A  
April 05, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Bexil Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

088 57 7 101  
(CUSIP Number)

THOMAS B. WINMILL, ESQ.  
11 Hanover Square, 12th Floor  
New York, NY 10005  
Attn: Monica Pelaez, Esq.  
1-212-785-0400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 25, 2004  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of the Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

-----  
|Number of |  
|Shares |  
|Beneficially |  
|Owned by |  
|Each |  
|Reporting |  
Person with

1 Names of Reporting Persons / I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Thomas B. Winmill / 140-56-8512

-----  
2 Check the Appropriate Box If a Member of a Group (a) / /

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(b) / /

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3 SEC Use Only

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4 Source of Funds

PF

-----  
5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e) / /

-----  
6 Citizenship or Place of Organization

USA

-----  
7 Sole Voting Power

76,517 Shares

-----  
8 Shared Voting Power

0

-----  
9 Sole Dispositive Power

76,517 Shares

-----  
10 Shared Dispositive Power

0

-----  
11 Aggregate Amount Beneficially Owned by Each Reporting Person

76,517  
Shares

-----  
12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares / X /

-----  
13 Percent of Class Represented by Amount in Row (11)

8.40%

-----  
14 Type of Reporting Person

IN

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ITEM 1 SECURITY AND ISSUER

This Schedule 13D relates to the shares of Common Stock of Bexil Corporation (the "Issuer"). The principal executive offices of the Issuer are located at 11 Hanover Square, New York, NY 10005.

Principal Executive Officers of Issuer	Title
William G. Vohrer	Treasurer
Monica Pelaez	Secretary
Thomas B. Winmill	President
Bassett S. Winmill	Executive Chairman

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c) This Schedule 13D is being filed by Thomas B. Winmill (the "Reporting Person"). His address is 11 Hanover Square, New York, NY 10005. Further information is attached in Exhibit A.

(d) None

(e) None

(f) Thomas B. Winmill is a citizen of the U.S.A.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Thomas B. Winmill used personal funds.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Person acquired the Shares for investment purposes.

Notwithstanding any of the foregoing, the Reporting Person may at any time modify, change, abandon, or replace, some or all of the foregoing purposes and plans and discussions relating thereto or discontinue or re-continue such modifications, changes, abandonments, or replacements at any time.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(A) As of April 5, 2004, the Reporting Person believes there are 879,591 shares of Common Stock outstanding. Thomas B. Winmill is the beneficial owner of 76,517 shares of Common Stock, including options exercisable currently and within 60 days to purchase 31,180 shares, which constitute approximately 8.40% of the outstanding shares of Common Stock assuming the exercise of all such options. Thomas B. Winmill disclaims beneficial ownership of 26,712 shares held by his spouse and sons.

(B) Power to vote and to dispose of the securities resides with the Reporting Person.

(C) The following transactions were effected during the past sixty days:

Where and Ho

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Reporting Person	Date	Acquired /Disposed	Number of Share	Price Per Share	Transaction Effected
Thomas B. Winmill	03/25/04	Acquired	23,155*	23.749	Options Gra
Thomas B. Winmill	03/25/04	Acquired	26,845	21.590	Options Gra

\* Of such options, 4,705 are exercisable within 60 days of date acquired.

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

Thomas B. Winmill is a director and officer of the Issuer. Each of William G. Vohrer and Monica Pelaez are officers of the Issuer. The Issuer has an audit committee comprised of directors Douglas Wu, Frederick A. Parker, Jr., Peter M. Kuhlmann and Russell E. Burke III, the function of which is routinely to review financial statements and other audit-related matters as they arise throughout the year. The Issuer has an executive committee comprised of Thomas B. Winmill.

Article XIV of the Issuer's charter provides that the name Bexil included in the name of the Issuer shall be used pursuant to a royalty-free nonexclusive license from Winmill & Co. Incorporated ("WCI") or a subsidiary of WCI. The license may be withdrawn by WCI or its subsidiary at any time in their sole discretion, in which case the Issuer shall have no further right to use the name Bexil in its corporate name or otherwise and the Issuer, the holders of its capital stock and its officers and directors, shall promptly take whatever action may be necessary to change its name accordingly.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A: Certain information concerning the Issuer's directors and executive officers.

SIGNATURE

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.

Date: April 5, 2004

BEXIL CORPORATION

By: /s/ Thomas B. Winmill  
 Name: Thomas B. Winmill  
 Title: President

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EXHIBIT A

The business address for all entities and individuals listed in this Exhibit A is 11 Hanover Square, 12th Floor, New York, NY 10005.

The directors of the Issuer are Bassett S. Winmill, Thomas B. Winmill, Mark C. Winmill Douglas Wu, Frederick A. Parker, Jr., Peter M. Kuhlmann and Russell E. Burke III.

Information relevant to each director of the Issuer deemed to be a employee director of the Issuer:

Name of Certain Issuer Director, Principal Occupation and Business Experience for Past Five Years	Issuer Director Since
<p>THOMAS B. WINMILL -- He is President, Chief Executive Officer, and General Counsel of the Issuer, as well as the other investment companies in the Investment Company Complex, and of WCI and certain of its affiliates. He is a member of the New York State Bar and the SEC Rules Committee of the Investment Company Institute. He is a son of Bassett S. Winmill. He was born June 25, 1959.</p>	1996
<p>BASSETT S. WINMILL -- He is Chairman of the Board of the Issuer, as well as other investment companies in the Investment Company Complex, and of WCI. He is a member of the New York Society of Security Analysts, the Association for Investment Management and Research, and the International Society of Financial Analysts. He is the father of Thomas B. Winmill. His address is 11 Hanover Square, New York, New York 10005. He was born February 10, 1930.</p>	1996

The non-director executive officers of the Issuer and/or director/officers of WCI, and their relevant biographical information are set forth below:

WILLIAM G. VOHRER - Chief Accounting Officer, Chief Financial Officer, Treasurer and Vice President of the Investment Company Complex, WCI and the Issuer since February 2001. From 1999 to 2001, he was an independent consultant specializing in accounting matters. From 1994 to 1999 he was Chief Financial Officer and Financial Operations Principal for Nafinsa Securities, Inc., a Mexican securities broker/dealer. He was born on August 14, 1950.

MONICA PELAEZ - Vice President, Secretary, and Chief Compliance Officer. She is Vice President, Secretary, and Chief Compliance Officer of the Investment Company Complex, WCI and the Issuer. She earned her Juris Doctor from St. John's University School of Law. She is a member of the New York State Bar. She was born November 5, 1971.

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The following table presents certain information regarding the beneficial ownership of the Issuer's shares as of April 5, 2004 by each foregoing officer and/or director of the Issuer.

Name of Officer or Director	Number of Shares
Bassett S. Winmill	261,547**
Thomas B. Winmill	76,517**
Robert D. Anderson	1,200***
William G. Vohrer	4,000****
Monica Pelaez	4,000****

\*\* Includes options exercisable to purchase 31,180 shares.

\*\*\* Includes options exercisable to purchase 1,000 shares.

\*\*\*\* Includes options exercisable to purchase 4,000 shares.