

GYRODYNE CO OF AMERICA INC
Form SC 13G
July 17, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Gyrodyne Company of America, Inc.
(Name of Issuer)

Common Stock,
par value \$1.00 per share
(Title of Class of Securities)

403820103
(CUSIP Number)

June 28, 2007
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 403820103

13G

Page 2 of 8 Pages

COMMON STOCK

| | | |
|--|--|----------------------------|
| (1) | Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) | |
| | AmTrust Capital Management, Inc. 20-5769766 | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization | |
| | Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | (5) Sole Voting Power | 75,959 |
| | (6) Shared Voting Power | 0 |
| | (7) Sole Dispositive Power | 75,959 |
| | (8) Shared Dispositive Power | 0 |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person | 75,959 |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9) | 5.9% |
| (12) | Type of Reporting Person (See Instructions) | CO |

CUSIP No. 403820103

13G

Page 3 of 8 Pages

COMMON STOCK

| | |
|--|--|
| (1) | Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) |
| | Jan Loeb |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o |
| (3) | SEC Use Only |
| (4) | Citizenship or Place of Organization USA |
| Number of Shares Beneficially Owned by Each Reporting Person With | (5) Sole Voting Power 75,959 |
| | (6) Shared Voting Power 0 |
| | (7) Sole Dispositive Power 75,959 |
| | (8) Shared Dispositive Power 0 |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person 75,959 |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o |
| (11) | Percent of Class Represented by Amount in Row (9) 5.9% |
| (12) | Type of Reporting Person (See Instructions) IN |

CUSIP No. 403820103

13G

Page 4 of 8 Pages

Item 1(a). Name Of Issuer:

Gyrodyne Company of America, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1 Flowerfield, Suite 24
St James, New York 11780

Item 2(a). Names of Persons Filing:

(i) AmTrust Capital Management, Inc.

(ii) Jan Loeb

Jan Loeb is the President and a member of the Board of Directors of AmTrust Capital Management, Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

AmTrust Capital Management, Inc.
10451 Mill Run Circle
Owings Mills, MD 21117

Item 2(c). Citizenship:

AmTrust Capital Management, Inc. is a Delaware corporation. Jan Loeb is a United States citizen.

Item 2(d). Title of Class of Securities:

Common stock, par value \$1.00 per share

Item 2(e). CUSIP Number:

403820103

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether filing person is a:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)

CUSIP No. 403820103

13G

Page 5 of 8 Pages

- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G)
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box. o

Item 4. Ownership

Common Stock

- (i) AmTrust Capital Management, Inc.
 - (a) Amount Beneficially Owned:
75,959 shares
 - (b) Percent of Class: 5.9%
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 75,959
 - (ii) shared power to vote or direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 75,959
 - (iv) shared power to dispose or to direct the disposition of: 0
- (ii) Jan Loeb
 - (a) Amount Beneficially Owned:
75,959 shares
 - (b) Percent of Class: 5.9%
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or direct the vote: 75,959
 - (ii) shared power to vote or direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 75,959

CUSIP No. 403820103

13G

Page 6 of 8 Pages

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box. o

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

The Reporting Persons are the sole members of the group.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

CUSIP No. 403820103

13G

Page 7 of 8 Pages

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: July 17, 2007

AMTRUST CAPITAL MANAGEMENT, INC.,
a Delaware corporation

/s/ Jan Loeb

By: Jan Loeb
Its: President

Date: July 17, 2007

/s/ Jan Loeb

Jan Loeb

CUSIP No. 403820103

13G

Page 8 of 8 Pages

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Joint Filing Agreement, dated as of July 17, 2007 by and among Jan Loeb and AmTrust Capital Management, Inc. |
