ZWEIG TOTAL RETURN FUND INC Form SC 13G/A February 10, 2016 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 13G Under the Securities Exchange Act of 1934 Zweig Total Return Fund, Inc. (ZTR) (Amendment No. 3) _____ (Name of Issuer) Common Stock _____ (Title of Class of Securities) 989837208 _____ (CUSIP Number) December 31, 2015 _____ (Date of Event Which Requires Filing of this Statement)

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

[X] 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 the disclosures provided in a prior cover page.

The information required in 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 N	o. 989837208	13G	Page	2	of	6	Pages		
1	NAME OF REPORTING PERS	ЛС							

	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sit Investment Associates, Inc. 41-1404829							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b) _X_							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION State of Minnesota							
NUMPED		5	SOLE VOTING POWER 284,891					
NUMBER SHARES BENEFIC OWNED B	IALLY	6	SHARED VOTING POWER -0-					
EACH REPORTI PERSON		7	SOLE DISPOSITIVE POWER 284,891					
WITH		8	SHARED DISPOSITIVE POWER -0-					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 284,891							
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) Not Applicable								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.88%							
12 Sit Inv			RSON (SEE INSTRUCTIONS) nc. (client accounts) IA					

			-					
CUSIP	No.	989837208	13G	Page	3	of	6	Pages
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ITEM 3	1 (a)	Name of Issue Zweig Total R		nc. (ZTR)				

ITEM 1 (b) Address of Issuer's Principal Executive Offices: 100 Munson Street Greenfield, MA 01301

ITEM 2 (a) Name of Person Filing: Sit Investment Associates, Inc. Sit Investment Associates, Inc. ("SIA") is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.

SIA has two subsidiaries, each of which are registered Investment Advisers: 1. Sit Investment Fixed Income Advisors ("SIFIA") 41-1845054

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2. Sit Fixed Income Advisors II, LLC 41-1894024

SIA is the Investment Advisor for thirteen mutual funds (the "Funds") which are comprised of five registered investment companies, two of which consist of series funds as listed below. SIA has the voting power and dispositive power for all securities owned by SIA and the following mutual funds.

> 1) Sit Mid Cap Growth Fund, Inc. 2) Sit Large Cap Growth Fund, Inc. 3) Sit U.S. Government Securities Fund, Inc. Sit Mutual Funds, Inc. 4) Sit International Growth Fund (series A) Sit Balanced Fund (series B) 5) Sit Developing Markets Growth Fund (series C) 6) 7) Sit Small Cap Growth fund (series D) Sit Dividend Growth Fund (series G) 8) 9) Sit Global Dividend Growth Fund (series H) 10) Sit Small Cap Dividend Growth Fund (series I) Sit Mutual Funds II, Inc. 11) Sit Tax-Free Income Fund (series A) 12) Sit Minnesota Tax-Free Income Fund (series B) 13) Sit Quality Income Fund (series E)

Of the affiliated entities indicated above, only SIA and its affiliates (client accounts) beneficially owned shares of the Issuer common stock as of December 31, 2015.

_____ _____ CUSIP No. 989837208 13G Page 4 of 6 Pages _____ _____ ITEM 2 (b) Address of Principal Business Office or, if none, Residence: 3300 IDS Center 80 South Eighth Street Minneapolis, MN 55402 ITEM 2 (c) Citizenship: Minnesota Corporation ITEM 2 (d) Title of Class of Securities: Common Stock ITEM 2 (e) CUSIP Number: 989837208 ITEM 3 (e) (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) [X] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.] Employee Benefit Plan, Pension Fund which is subject to the (f) [provisions of the Employee Retirement Income Security Act of

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	Lugar Tilling. 2001						
(g) [(h) [] Parent Holding 1(b)(ii)(G) (No	Company, in acco te :see Item 7)	ction 240.13d-1(b) ordance with section ion 240.13d-1(b)(1)	on 240.13d-			
ITEM 4	Ownership						
(a)	Amount Beneficially	Owned:					
	Number of shares ben voting power; and ag person:						
	SIA and Affiliates O Shares SIA (client account Total Shares Owned	s)		284,891 284,891			
CUSIP N	No. 989837208	 13G	 Page 5 of	6 Pages			
(b)	Percent of Class: Outstanding as of 1	2/31/15: 32 , 3	00,000				
	SIA and Affiliates % Owned SIA (client account Total Shares Owned	s)		0.88% 0.88%			
(c)	Number of shares as to which such person has: (i) Sole power to vote or direct the vote: 284,891 (ii) Shared power to vote or to direct the vote: 0 (iii) Sole power to dispose or to direct the disposition of: 284,891 (iv) Shared power to dispose or to direct the disposition of: 0						
stateme reporti	Ownership of Five P ent is being filed to ing person has ceased t of the class of sec	report the factor to be the benetic	t that as of the da ficial owner of mon	ate hereof the re than five			
ITEM 6 Ownership of More than Five Percent on Behalf of Another Person:							
Person:							
ITEM 7	N/A		ication of the Subs the Parent Holding	-			
ITEM 7	N/A Identificat ed the Security Being N/A	Reported on by		g Company:			

CUSIP No.	989837208	13G	Page	6	of	6	Pages			

ITEM 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes of effect.

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.

SIT INVESTMENT ASSOCIATES, INC. Date: February 10, 2016 By: /s/ Paul E. Rasmussen Title: Vice President