

SECURITIES AND EXCHANGE COMMISSION

FORM 497J

Certification of no change in definitive materials under paragraph (j) of Securities Act Rule 497

Filing Date: **2005-05-02**  
SEC Accession No. **0001047469-05-012585**

(HTML Version on [secdatabase.com](http://secdatabase.com))

FILER

**MAIRS & POWER GROWTH FUND INC**

CIK: **61628** | IRS No.: **416019924** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **497J** | Act: **33** | File No.: **002-14290** | Film No.: **05788526**

Mailing Address  
FIRST NATIONAL BANK  
BUILDING W-2062  
332 MINNESOTA STREET  
ST PAUL MN 55101

Business Address  
332 MINNESOTA ST STE  
W-2062  
FIRST NATIONAL BANK  
BUILDING  
ST PAUL MN 55101  
6122228478

<Page>

MAIRS AND POWER GROWTH FUND, INC.  
W1520 First National Bank Building  
332 Minnesota Street  
SAINT PAUL, MINNESOTA 55101-1363  
Telephone (800) 304-7404 / (651) 222-8478  
Fax (651) 287-0119

May 2, 2005

VIA EDGAR

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0506

Re: Mairs and Power Growth Fund, Inc.  
Reg. No. 2-14290

Ladies and Gentlemen:

Pursuant to Rule 497(j) under the Securities Act of 1933, as amended, the Registrant certifies that the form of the prospectus and statement of additional information that would have been filed under paragraph (c) of Rule 497 would not have differed from that contained in the most recent amendment to the registration statement, which was filed electronically on April 29, 2005 (Post-Effective Amendment No. 59).

Sincerely,

Mairs and Power Growth Fund, Inc.

By: /s/ Lisa J. Hartzell

-----  
Lisa J. Hartzell  
Treasurer