

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**
SEC Accession No. **0000914775-96-000036**

([HTML Version](#) on [secdatabase.com](#))

FILER

DREYFUS GROWTH & VALUE FUNDS INC

CIK: **914775** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **24F-2NT** | Act: **33** | File No.: **033-51061** | Film No.: **96688243**

Mailing Address
200 PARK AVENUE
NEW YORK NY 10166

Business Address
THE DREYFUS
CORPORATION
200 PARK AVENUE 8TH
FLOOR WEST
NEW YORK NY 10166
2129226754

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 24F-2
Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form.
Please print or type.

1. Name and address of issuer:

DREYFUS GROWTH AND VALUE FUNDS, INC.
200 Park Avenue
New York, NY 10166

2. Name of each series or class of funds for which this notice is filed:

Dreyfus Large Company Growth Fund, Dreyfus Large Company Value
Fund and Dreyfus Small Company Value Fund

3. Investment Company Act File Number: 811-7123

Securities Act File Number: 33-51061

4. Last day of fiscal year for which this notice is filed:

October 31, 1996

5. Check box if this notice is being filed more than 180 days after the
close of the issuer's fiscal year for purposes of reporting securities
sold after the close of the fiscal year but before termination of the
issuer's 24f-2 declaration:

[]

6. Date of termination of issuer's declaration under rule 24f-2(a)(1),
if applicable (see Instruction A.6):

NOT APPLICABLE

7. Number of securities of the same class or series which had been
registered under the Securities Act of 1933 other than pursuant to
rule 24f-2 in a prior fiscal year, but which remained unsold at the
beginning of the fiscal year:

NONE

8. Number of securities registered during the fiscal year other than

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:

\$425.88
=====

DREYFUS LARGE COMPANY VALUE FUND

9. Number and aggregate sale price of securities sold during the fiscal year:

Number: 2,112,472 Sale Price: \$35,810,959

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2:

Number: 2,112,472 Sale Price: \$35,810,959

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see Instruction B.7):

Number: N/A Sale Price: N/A

12. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10):

\$35,810,959

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):

+ N/A

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable):

- 11,424,820

(iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable):

+ N/A

(v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable):

\$24,386,139

(vi) Multiplier prescribed by Section 6(b) of

the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x 1/3300

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]: \$7,389.74
=====

DREYFUS SMALL COMPANY VALUE FUND

9. Number and aggregate sale price of securities sold during the fiscal year:

Number: 774,140 Sale Price: \$12,953,817

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2:

Number: 774,140 Sale Price: \$12,953,817

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see Instruction B.7):

Number: N/A Sale Price: N/A

12. Calculation of registration fee:

(i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10): \$12,953,817

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable): + N/A

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 4,663,841

(iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable): + N/A

(v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable): \$ 8,289,976

(vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):	x 1/3300 -----
(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:	\$2,512.11 =====
TOTAL FEE DUE FOR ALL PORTFOLIOS:	\$10,327.73 =====

Instruction: Issuers should complete lines (ii), (iii), (iv), and (v) only if the form is being filed within 60 days after the close of the issuer's fiscal year. See Instruction C.3.

13. Check box if fees are being remitted to the Commission's lockbox depository as described in section 3a of the Commission's Rules of Informal and Other Procedures (17 CFR 202.3a).

[X]

Date of mailing or wire transfer of filing fees to the Commission's lockbox depository:

On or about December 30, 1996

SIGNATURE

This report has been signed below by the following person on behalf of the issuer and in the capacity and on the date indicated.

By (Signature and Title)*

/s/ Elizabeth A. Bachman
Elizabeth A. Bachman, Vice President

Date: December 30, 1996

* Please print the name and title of the signing officer below the signature.