

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

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FILER

DREYFUS GROWTH OPPORTUNITY FUND INC

CIK: **30162** | IRS No.: **132641740** | State of Incorporation: **NY** | Fiscal Year End: **0228**
Type: **24F-2NT** | Act: **33** | File No.: **002-33733** | Film No.: **94522904**

Mailing Address
*C/O DREYFUS CORP
200 PARK AVENUE, 8TH
FLOOR
NEW YORK NY 10166*

Business Address
*144 GLENN CURTISS BLVD
UNIONDAKE NY 11556
2129226807*

DREYFUS GROWTH OPPORTUNITY FUND, INC.
 200 PARK AVENUE
 NEW YORK, NY 10166

Securities and Exchange Commission
 Judiciary Plaza
 450 Fifth Street, NW
 Washington, DC 20549

24f-2 Notice - DREYFUS GROWTH OPPORTUNITY FUND, INC.
 Registration Statement No. 2-33733 - CIK #0000030162

Gentlemen:

On June 28, 1978, Post-Effective Amendment No. 12 of Dreyfus Growth Opportunity Fund, Inc. was declared effective by the SEC. The Amendment represented the Fund's election to register an indefinite number of shares and this Notice, filed pursuant to Rule 24f-2, is for the fiscal year ended February 28, 1994.

The following information is furnished:

(a) Shares registered under Securities Act of 1933 other than pursuant to Rule 24f(2) which remained unsold on 3/1/93:	20,684,766
(b) Shares registered during fiscal year other than pursuant to Section 24(f)	
Post-Effective Amendment No. 37 effective 8/23/93:	1,276,431 -----
Total of (a) and (b)	21,961,197 =====

	SHARES	DOLLAR AMOUNT
(c) Total number of shares sold during fiscal year ended 2/28/94 subject to registration under Rule 24f-2:	32,987,816	\$399,371,920
(d) Less shares redeemed during fiscal year ended 2/28/94:	45,962,793 -----	556,464,736 -----

Net Sales During Year [(c)-(d)]:	(12,974,977)	(\$157,092,816)
	=====	=====
Less shares registered other than pursuant to Section 24(f) ((a) + (b))	21,961,197	

Unsold balance of registered shares	(34,936,174)	

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CALCULATION OF FEE

Since the shares redeemed exceed the shares sold, no registration fee is required. An opinion of counsel is enclosed.

Very truly yours,

MNJ/ems

Mark N. Jacobs, Secretary

cc: Mr. J. deMichaelis, SEC
Ms. R. McLaughlin, E&Y
Mr. S. Rosenberg, BONY