

ALLIED CAPITAL CORP
Form 4
September 14, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS EDWARD H

(Last) (First) (Middle)

1919 PENNSYLVANIA AVENUE,
NW, 3RD FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLIED CAPITAL CORP [ALD]

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|--|--------|------------------|-----------------|--------------|----------------------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 200 | S | (1) | 12/13/2012 | Common Stock | 200 |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 100 | S | (1) | 12/13/2012 | Common Stock | 100 |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 1,700 | S | (1) | 12/13/2012 | Common Stock | 1,700 |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 600 | S | (1) | 12/13/2012 | Common Stock | 600 |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 15,700 | S | (1) | 12/13/2012 | Common Stock | 15,700 |
| Non-Qualified Stock Option (right to buy) | \$ 21.52 | 09/13/2005 | 999 | S | (1) | 12/13/2012 | Common Stock | 999 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 600 | S | (2) | 05/27/2014 | Common Stock | 600 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 600 | S | (2) | 05/27/2014 | Common Stock | 600 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 400 | S | (2) | 05/27/2014 | Common Stock | 400 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 500 | S | (2) | 05/27/2014 | Common Stock | 500 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 100 | S | (2) | 05/27/2014 | Common Stock | 100 |
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | 100 | S | (2) | 05/27/2014 | Common Stock | 100 |

| | | | | | | | | |
|---|---------|------------|---|-------|------------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 26.2 | 09/13/2005 | S | 1,001 | <u>(2)</u> | 05/27/2014 | Common Stock | 1,0 |
|---|---------|------------|---|-------|------------|------------|-----------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSS EDWARD H 1919 PENNSYLVANIA AVENUE, NW 3RD FLOOR WASHINGTON, DC 20006 | | | Managing Director | |

Signatures

| | |
|---|------------|
| By: Kelly A. Anderson attorney in fact For: Edward H. Ross | 09/14/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The December 13, 2002 grant vests over a three-year period, commencing on June 30, 2003.
- (2) The May 27, 2004 grant vests over a three-year period, commencing on June 30, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.