

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
 ___X___ Officer (give title below) ___ Other (specify below)
 Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	200	(1)	12/13/2012	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	100	(1)	12/13/2012	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	1,700	(1)	12/13/2012	Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	600	(1)	12/13/2012	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	15,700	(1)	12/13/2012	Common Stock	15,700
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/13/2005	S	(A)	999	(1)	12/13/2012	Common Stock	999
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	600	(2)	05/27/2014	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	600	(2)	05/27/2014	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	400	(2)	05/27/2014	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	500	(2)	05/27/2014	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	100	(2)	05/27/2014	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 26.2	09/13/2005	S	(A)	100	(2)	05/27/2014	Common Stock	100

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