

ROSS EDWARD H
Form 4
September 08, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1919 PENNSYLVANIA AVENUE,
NW, 3RD FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2005

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

(Street)
WASHINGTON, DC 20006

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

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/08/2005		M		13,938 A \$ 21.52	22,438	D
Common Stock	09/08/2005		M		32,500 A \$ 21.52	54,938	D
Common Stock	09/08/2005		S		900 D \$ 28.15	54,038	D
Common Stock	09/08/2005		S		3,800 D \$ 28.2	50,238	D
Common Stock	09/08/2005		S		2,200 D \$ 28.21	48,038	D

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Common Stock	09/08/2005	S	700	D	\$ 28.22	47,338	D
Common Stock	09/08/2005	S	1,100	D	\$ 28.23	46,238	D
Common Stock	09/08/2005	S	3,100	D	\$ 28.24	43,138	D
Common Stock	09/08/2005	S	3,400	D	\$ 28.25	39,738	D
Common Stock	09/08/2005	S	600	D	\$ 28.26	39,138	D
Common Stock	09/08/2005	S	2,100	D	\$ 28.27	37,038	D
Common Stock	09/08/2005	S	1,500	D	\$ 28.28	35,538	D
Common Stock	09/08/2005	S	1,900	D	\$ 28.29	33,638	D
Common Stock	09/08/2005	S	3,700	D	\$ 28.3	29,938	D
Common Stock	09/08/2005	S	100	D	\$ 28.31	29,838	D
Common Stock	09/08/2005	S	2,000	D	\$ 28.32	27,838	D
Common Stock	09/08/2005	S	300	D	\$ 28.33	27,538	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Incentive Stock Option (right to buy)	\$ 21.52	09/08/2005	M	13,938	(1)	12/13/2012	Common Stock	13,938
Non-Qualified Stock Option (right to buy)	\$ 21.52	09/08/2005	M	32,500	(1)	12/13/2012	Common Stock	32,500

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: Suzanne V. Sparrow attorney in fact For: Edward H. Ross
Date: 09/08/2005

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.

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.