#### PROSPECT CAPITAL CORP

Form 4/A May 16, 2008

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

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

**SECURITIES** 

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Barry John F

PROSPECT CAPITAL CORP

(Check all applicable)

[PSEC]

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

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below)

10 EAST 40TH STREET, 44TH **FLOOR** 

(First)

**CEO** 

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

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

Applicable Line)

05/15/2008

05/15/2008

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10016

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

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

Ownership Form:

7. Nature of Indirect Beneficial Ownership

(Instr. 8)

**Following** Reported Transaction(s) Direct (D) or Indirect (Instr. 4) (Instr. 4)

or Code V Amount (D)

(A)

A

(Instr. 3 and 4) Price

By Prospect Capital

Common 05/15/2008 Stock

10,000

337,668.015 15.294 (1)

Management

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

(Month/Day/Year)

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.

**SEC 1474** (9-02)

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

### Edgar Filing: PROSPECT CAPITAL CORP - Form 4/A

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title a Amount of Underlying Securities (Instr. 3 a	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topoling 6 (Mol 1 Mile) / Thursday	Director	10% Owner	Officer	Other		
Barry John F 10 EAST 40TH STREET, 44TH FLOOR NEW YORK, NY 10016	X		CEO			

# **Signatures**

John Barry 05/16/2008

\*\*Signature of 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) Prospect Capital Management LLC's purchase of PSEC shares, including shares received through the Dividend Reinvestment Program. 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.

Reporting Owners 2