

WALTON WILLIAM L  
Form 4  
April 05, 2010

**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 \*  
WALTON WILLIAM L

(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)

04/01/2010

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)

Chairman of the Board

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 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	(A) or (D)	Price
Common Stock	04/01/2010		D		1,209,596	D	0
Common Stock	04/01/2010		D		14,115	D	0
Common Stock	04/01/2010		D		9,799	D	6,016
Common Stock	04/01/2010		D		6,016	D	0
Common Stock	04/01/2010		D		2,663	D	0

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

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(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 (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	Am Nur Sha
Incentive Stock Option (right to buy)	\$ 0.73	04/01/2010		D	50	(2) 03/03/2016	Common Stock		
Non-Qualified Stock Option (right to buy)	\$ 0.73	04/01/2010		D	899,950	(2) 03/03/2016	Common Stock	89	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTON WILLIAM L 1919 PENNSYLVANIA AVENUE, NW 3RD FLOOR WASHINGTON, DC 20006	X		Chairman of the Board	

## Signatures

By: s/Kelly A. Anderson attorney in fact For: William L. Walton

04/05/2010

\*\*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).

On April 1, 2010, ARCC Odyssey Corp., a wholly owned subsidiary of Ares Capital Corporation ("Ares Capital"), was merged with and into Allied Capital Corporation (the "Company") pursuant to an Agreement and Plan of Merger, dated as of October 26, 2009, among the (1) Company, Ares Capital and ARCC Odyssey Corp. (the "Merger Agreement"). Immediately thereafter, Allied Capital merged with and into Ares Capital. Pursuant to the Merger Agreement, each Company stockholder received 0.325 shares of Ares Capital common stock for each share of Company common stock owned (the "Exchange Ratio").

(2)

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This option, which provided for vesting in three equal annual installments commencing June 30, 2009, was cancelled in connection with the merger in exchange for a cash payment equal to the product of (1) the excess of the option closing amount (calculated as the difference between the exercise price of the option and the five-day average closing price of Ares Capital multiplied by 0.325, the Exchange Ratio, or \$4.758 per share) over the exercise price per share for such option multiplied by (2) the total number of shares of Company common stock subject to such option, less applicable withholdings.

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.