

ALLIED CAPITAL CORP

Form 4

July 19, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**SCHEURER JOHN M**

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)  
07/18/2007

\_\_\_\_\_ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/18/2007		A	V	138,099	A	
					\$ 31.75		
Common Stock					43,269	I	by 401K

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.**

SEC 1474 (9-02)

Edgar Filing: ALLIED CAPITAL CORP - Form 4

**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 Nu Sha
Non-Qualified Stock Option (right to buy)	\$ 17.75	07/18/2007		D	14,828	(1)	12/30/2009	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 17.875	07/18/2007		D	28,850	(3)	12/08/2008	Common Stock	28
Non-Qualified Stock Option (right to buy)	\$ 21.375	07/18/2007		D	310,927	(4)	01/08/2008	Common Stock	31
Non-Qualified Stock Option (right to buy)	\$ 21.52	07/18/2007		D	372,702	(5)	12/13/2012	Common Stock	37
Non-Qualified Stock Option (right to buy)	\$ 21.59	07/18/2007		D	110,517	(6)	09/20/2011	Common Stock	11

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

SCHEURER JOHN M  
1919 PENNSYLVANIA AVENUE, NW  
3RD FLOOR  
WASHINGTON, DC 20006

Managing  
Director

## Signatures

s/ John M.  
Scheurer    07/19/2007

\*\*Signature of    Date  
Reporting Person

## 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).

## Edgar Filing: ALLIED CAPITAL CORP - Form 4

- (1) The canceled options, granted on December 30, 1999, provided for vesting in six annual installments commencing on grant date.  
On July 18, 2007, the issuer canceled, pursuant to the issuer's tender offer, options previously granted to the reporting person. In exchange for the options, the reporting person received an option cancellation payment ("OCP") which was paid one-half in cash and one-half in unregistered shares of the issuer's common stock. The value of the OCP was equal to the difference between the weighted average market price of \$31.75, less the exercise price of the option, multiplied by the number options canceled.
- (2) The canceled options, granted on December 8, 1998, provided for vesting in six annual installments commencing on grant date
- (3) The canceled options, granted on January 8, 1998, provided for vesting in six equal annual installments commencing on grant date.
- (4) The canceled options, granted on December 13, 2002, provided for vesting in three equal installments commencing on June 30, 2003.
- (5) The canceled options, granted on September 20, 2001, provided for vesting in three equal annual installments commencing one year from grant date.
- (6) The canceled options, granted on September 20, 2001, provided for vesting in three equal annual installments commencing one year from grant date.

**Remarks:**

401(k) Plan holdings adjusted for routine non-reportable transactions.

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.