

ALLIED CAPITAL CORP
 Form 4
 July 19, 2007

FORM 4

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

OMB APPROVAL

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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 *
STEUART GUY T II

(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)

07/18/2007

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)

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)
				(A) or (D)	Price		
Common Stock	07/18/2007		A	V	5,880	A	\$ 31.75
Common Stock					53,233	D	
					276,691	I	by Corporation

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.5	07/18/2007		D	5,000	05/09/2000	05/09/2010	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 21.62	07/18/2007		D	5,000	05/13/2003	05/13/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 22.063	07/18/2007		D	10,000	09/08/1999	09/08/2009	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 22.78	07/18/2007		D	5,000	05/08/2001	05/08/2011	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 24.44	07/18/2007		D	5,000	05/12/2004	05/12/2014	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 25.97	07/18/2007		D	5,000	05/07/2002	05/07/2012	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 26.8	07/18/2007		D	5,000	05/17/2005	05/17/2015	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 29.58	07/18/2007		D	5,000	05/15/2007	05/15/2014	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 30	07/18/2007		D	5,000	05/16/2006	05/16/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STEUART GUY T II
1919 PENNSYLVANIA AVENUE, NW
3RD FLOOR
WASHINGTON, DC 20006

X

Signatures

s/ Guy T Steuart
II

07/19/2007

__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) 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.

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