

ANDERSON KELLY A  
Form 5  
January 27, 2005

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
ANDERSON KELLY A

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2003

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)  
Principal, Treasurer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 12/31/2003                           |  | I                              | 18 A \$0  | 4,642  | I  | by 401K                           |
| Common Stock                    |                                      |  |                                |   | 112,160  | D  |                                   |

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

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SEC 2270 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Incentive Stock Option (right to buy)      | \$ 16.813  | Â                                    | Â  | Â                              | Â Â   | Â <u>(1)</u> 05/26/2010                                  | Common Stock 2,011  |
| Incentive Stock Option (right to buy)      | \$ 17.75   | Â                                    | Â  | Â                              | Â Â   | Â <u>(2)</u> 12/30/2009                                  | Common Stock 5,390  |
| Incentive Stock Option (right to buy)      | \$ 17.875  | Â                                    | Â  | Â                              | Â Â   | Â <u>(2)</u> 12/08/2008                                  | Common Stock 3,830  |
| Incentive Stock Option (right to buy)      | \$ 21.52   | Â                                    | Â  | Â                              | Â Â   | Â <u>(3)</u> 12/13/2012                                  | Common Stock 4,640  |
| Incentive Stock Option (right to buy)      | \$ 21.59   | Â                                    | Â  | Â                              | Â Â   | Â <u>(1)</u> 09/20/2011                                  | Common Stock 3,150  |
| Non-Qualified Stock Option (right to buy)  | \$ 16.813  | Â                                    | Â  | Â                              | Â Â   | Â <u>(1)</u> 05/26/2010                                  | Common Stock 32,960   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.375  | Â                                    | Â  | Â                              | Â Â   | Â <u>(2)</u> 01/08/2008                                  | Common Stock 9,570  |
| Non-Qualified Stock Option (right to buy)  | \$ 21.52   | Â                                    | Â  | Â                              | Â Â   | Â <u>(3)</u> 12/13/2012                                  | Common Stock 51,460   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.59   | Â                                    | Â  | Â                              | Â Â   | Â <u>(1)</u> 09/20/2011                                  | Common Stock 17,870   |

