

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

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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 \*  
**GRISIUS MICHAEL J**

(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)  
 Managing Director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 07/18/2007                           |  | A                              | 58,060 A \$ 31.75   | 175,827   | D  |  |
| Common Stock                    |                                      |  |                                |   | 20,908  | I  | by 401K                                    |
| Common Stock                    |                                      |  |                                |   | 1,295   | I  | by IRA                                     |

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

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number.

**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 Num Sha  |
| Non-Qualified Stock Option (right to buy)  | \$ 16.813  | 07/18/2007                           |  | D                              | 90,797  | (1) 05/26/2010   | Common Stock 90   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.375  | 07/18/2007                           |  | D                              | 140,410   | (3) 01/08/2008   | Common Stock 14   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.52   | 07/18/2007                           |  | D                              | 71,746  | (4) 12/13/2012   | Common Stock 71   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.59   | 07/18/2007                           |  | D                              | 13,767  | (5) 09/20/2011   | Common Stock 13   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GRISIUS MICHAEL J<br>1919 PENNSYLVANIA AVENUE, NW<br>3RD FLOOR<br>WASHINGTON, DC 20006 |               |           | Managing Director |       |

## Signatures

s/ Michael J.  
Grisius 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) The canceled options, granted on May 26, 2000, provided for vesting in three annual installments commencing one year from date of grant.

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- 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 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.

### **Remarks:**

401(k) Plan and IRA 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.

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