Resource Capital Corp. Form 4 May 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * COOPERMAN LEON G

> (First) (Middle)

88 PINE STREET, WALL ST PLAZA 31ST FLOOR

(Street)

2. Issuer Name and Ticker or Trading Symbol

Resource Capital Corp. [RSO]

3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director _X__ 10% Owner _ Other (specify Officer (give title below)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10005

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqı	iired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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)
Common Stock	05/20/2008		S	14,800	D	\$ 9.7001	1,105,960	I	Managed Accounts (1)
Common Stock	05/20/2008		S	15,200	D	\$ 9.002	1,038,160	I	Omega Capital Partners (2)
Common Stock							50,000	I	Reporting Person's Wife (3)
Common Stock							500,000	I	The Leon and Toby Cooperman

Foundation

I

(3)

Common Stock 794,913 Investment Limited Partnerships

(2)

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

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SEC 1474 (9-02)

9. Nu

Deriv Secu

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc			le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D		Amo		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	į
	Derivative				Securities			(Instr	. 3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number		
						Exercisable	Date		of		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COOPERMAN LEON G 88 PINE STREET WALL ST PLAZA 31ST FLOOR NEW YORK, NY 10005

X

Signatures

Alan M. Stark as attorney in fact for Leon G. Cooperman, Power of Attorney on file.

05/22/2008

Shares

**Signature of Reporting Person

Date

Reporting Owners 2

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 securities are held in managed accounts for which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- The securities are held in the accounts of private investment vehicles over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities except to the extent of his beneficial interest therein, and inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (3) The reporting person disclaims ownership of these securities, and this report shall not be deemed an admission that he is the beneficial owner for purposes of Section 16 or for any other purpose

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.