

PETERSON JEFFREY G
Form 4
May 22, 2012

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON JEFFREY G

2. Issuer Name **and** Ticker or Trading
Symbol
CAPITAL SOUTHWEST CORP
[CSWC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

12900 PRESTON ROAD, SUITE
700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

DALLAS, TX 75230

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/18/2012		M		2,000	A	\$ 76.74	5,250	D
Common Stock	05/18/2012		M		1,500	A	\$ 93.49	6,750	D
Common Stock	05/18/2012		M		4,500	A	\$ 93.49	11,250	D
Common Stock	05/18/2012		S		3,000	D	\$ 101.38	8,250	D
Common Stock	05/21/2012		S		1,500	D	\$ 102	6,750	D

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

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SEC 1474
(9-02)

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 (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)	8. Amount or Number of Shares
Incentive Stock Option <u>(1)</u>	\$ 76.74	05/18/2012		M	2,000	10/19/2010 10/19/2019	Common Stock	2,000
Incentive Stock Option <u>(2)</u>	\$ 93.49	05/18/2012		M	1,500	05/15/2007 05/15/2016	Common Stock	1,500
Incentive Stock Option <u>(2)</u>	\$ 93.49	05/18/2012		M	4,500	05/15/2007 05/15/2016	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JEFFREY G 12900 PRESTON ROAD SUITE 700 DALLAS, TX 75230			Vice President	

Signatures

/s/ Jeffrey G. Peterson 05/22/2012

**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) Incentive Stock Option vests annually in five equal installments of 1,000 shares each beginning 10/19/2010.

(2) Incentive Stock Option vests annually in ten equal installments of 1,000 shares each beginning 5/15/2007.

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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