

GLADSTONE CAPITAL CORP
Form 4
September 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STELLJES GEORGE III

2. Issuer Name and Ticker or Trading Symbol
GLADSTONE CAPITAL CORP
[GLAD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2006

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

1521 WESTBRANCH DRIVE, SUITE 200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	09/26/2006		M			6,000	A	\$ 17.11	10,973	D	
Common Stock	09/26/2006		S			6,000	D	\$ 22.1834	4,973	D	
Common Stock	09/27/2006		M			15,100	A	\$ 17.11	20,073	D	
Common Stock	09/27/2006		S			15,100	D	\$ 22.033	4,973	D	
Common Stock	09/28/2006		M			78,900	A	\$ 17.11	83,873	D	

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Common Stock	09/28/2006	S	78,900	D	\$ 21.9	4,973	D
Common Stock	09/28/2006	M	50,000	A	\$ 19.56	54,973	D
Common Stock	09/28/2006	S	50,000	D	\$ 21.9	4,973	D

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

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(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 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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Common Stock	\$ 17.11	09/26/2006		M		6,000	<u>(1)</u>	09/30/2006	Common Stock 6,000
Common Stock	\$ 17.11	09/27/2006		M		15,100	<u>(1)</u>	09/30/2006	Common Stock 15,100
Common Stock	\$ 17.11	09/28/2006		M		78,900	<u>(1)</u>	09/30/2006	Common Stock 78,900
Common Stock	\$ 19.56	09/28/2006		M		50,000	<u>(2)</u>	09/30/2006	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STELLJES GEORGE III 1521 WESTBRANCH DRIVE SUITE 200 MCLEAN, VA 22102	X		CIO	

Signatures

Paula Novara,
attorney-in-fact

09/28/2006

__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 options vested in two installments, one of 60,000 shares on 9/12/02 and one of 40,000 on 9/12/03.
 - (2) The options vested in two equal installments of 25,000 shares on 8/20/03 and 8/20/04

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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