

CAPITAL SOUTHWEST CORP
 Form 4/A
 May 27, 2015

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 *
 ASHBAUGH WILLIAM M

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/20/2015

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

C/O CAPITAL SOUTHWEST CORPORATION, 5400 LYNDON B. JOHNSON FWY, SUITE 1300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/22/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75240

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 05/20/2015 | | M | | 2,000 <u>(1)</u> | A | \$ 23.37 | 13,000 <u>(1)</u> | D |
| Common Stock | 05/20/2015 | | M | | 2,108 <u>(1)</u> | A | \$ 23.37 | 15,108 <u>(1)</u> | D |
| Common Stock | 05/20/2015 | | S | | 4,108 | D | \$ 51.5288 | 11,000 | D |
| Common Stock | 05/21/2015 | | M | | 5,892 <u>(1)</u> | A | \$ 23.37 | 18,892 <u>(1)</u> | D |
| | 05/21/2015 | | M | | | A | \$ 19.18 | 20,809 <u>(1)</u> | D |

| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|--------------------|
| Common Stock | | | | | 3,917 | | |
| | | | | | <u>(1)</u> | | |
| Common Stock | 05/21/2015 | S | 9,809 | D | \$ 51.1086 | 11,000 | D |
| Common Stock | | | | | | 10,345 | I |
| | | | | | | | By ESOP <u>(2)</u> |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-qualified Stock Option | \$ 23.37 | 05/20/2015 | | M | 2,000 <u>(1)</u> | <u>(3)</u> 05/15/2016 | Common Stock | 2,000 <u>(1)</u> |
| Incentive Stock Option | \$ 23.37 | 05/20/2015 | | M | 2,108 <u>(1)</u> | <u>(4)</u> 05/15/2016 | Common Stock | 2,108 <u>(1)</u> |
| Incentive Stock Option | \$ 23.37 | 05/21/2015 | | M | 5,892 <u>(1)</u> | <u>(4)</u> 05/15/2016 | Common Stock | 5,892 <u>(1)</u> |
| Incentive Stock Options | \$ 19.18 | 05/21/2015 | | M | 3,917 <u>(1)</u> | <u>(5)</u> 10/19/2019 | Common Stock | 3,917 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ASHBAUGH WILLIAM M C/O CAPITAL SOUTHWEST CORPORATION 5400 LYNDON B. JOHNSON FWY, SUITE 1300 DALLAS, TX 75240 | | | Senior Vice President | |

Signatures

/s/ William B.
Ashbaugh

05/27/2015

__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).

- The Form 4 filed on May 22, 2015 contained a typographical error that inadvertently overstated the number of Non-qualified Stock Options that were exercised by 2,000 and understated the number of Incentive Stock Options that were exercised by 2,000. This amendment corrects this error to reflect those exercises and both the Non-qualified Stock Options and Incentive Stock Options that remained beneficially owned.
- (1) Reflects ESOP allocations to Mr. Ashbaugh.
 - (2) The options, representing a right to purchase a total of 4,000 shares following the four-for-one split, became exercisable in five equal annual installments beginning on May 15, 2007.
 - (3) The options, representing a right to purchase a total of 12,000 shares following the four-for-one split, become exercisable in three equal annual installments beginning on May 15, 2014.
 - (4) The options, representing a right to purchase a total of 8,000 shares following the four-for-one split, became exercisable in two equal annual installments beginning on October 19, 2013.
 - (5)

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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