

STELLJES GEORGE III

Form 4/A

December 27, 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)  
09/28/2006

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   | 9,973                             | D          |       |
| Common Stock                    | 09/26/2006                           |  | S                              |   |   | 6,000  | D   | \$ 22.1834   | 3,973                             | D          |       |
| Common Stock                    | 09/27/2006                           |  | M                              |   |   | 15,100 | A   | \$ 17.11   | 19,073                            | D          |       |
| Common Stock                    | 09/27/2006                           |  | S                              |   |   | 15,100 | D   | \$ 22.033  | 3,973                             | D          |       |
| Common Stock                    | 09/28/2006                           |  | M                              |   |   | 78,900 | A   | \$ 17.11   | 82,873                            | D          |       |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 09/28/2006 | S | 78,900 | D | \$ 21.9  | 3,973  | D |
| Common Stock | 09/28/2006 | M | 50,000 | A | \$ 19.56 | 53,973 | D |
| Common Stock | 09/28/2006 | S | 50,000 | D | \$ 21.9  | 3,973  | 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<br>1521 WESTBRANCH DRIVE<br>SUITE 200<br>MCLEAN, VA 22102 | X             |           | CIO     |       |

## Signatures

Paula Novara,  
attorney-in-fact

12/27/2006

\_\_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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