

CAPITAL SOUTHWEST CORP
 Form 4/A
 March 10, 2017

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 *
DIEHL BOWEN S

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)
03/08/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/09/2017

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 | (A) or (D) | Price |
| Common Stock | 03/08/2017 | | M | | 5,704 | A | \$ 11 |
| Common Stock | 03/08/2017 | | M | | 6,246 | A | \$ 11 |
| Common Stock | 03/08/2017 | | M | | 33,321 | A | \$ 11.53 |
| Common Stock | | | | | 51,750 ⁽¹⁾ | I | |

By PHC Investments, LLC

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Incentive Stock Option | \$ 11 | 03/08/2017 | | M | 5,704 | <u>(2)</u> 03/17/2024 | Common Stock | 5,704 |
| Non-qualified Stock Option | \$ 11 | 03/08/2017 | | M | 6,246 | <u>(3)</u> 03/17/2024 | Common Stock | 6,246 |
| Non-qualified Stock Option | \$ 11.53 | 03/08/2017 | | M | 33,321 | <u>(4)</u> 08/28/2024 | Common Stock | 33,321 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DIEHL BOWEN S C/O CAPITAL SOUTHWEST CORPORATION 5400 LYNDON B. JOHNSON FWY, SUITE 1300 DALLAS, TX 75240 | X | | President and CEO | |

Signatures

/s/ Bowen S. Diehl 03/10/2017

**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 Form 4 filed on March 9, 2017 contained a typographical error that inadvertently failed to account for the change in the form of beneficial ownership on February 2, 2017 of 51,750 shares from a direct holding to an indirect holding through PHC Investments, LLC, a limited liability company of which the reporting person and his wife are 50% owners. As of March 8, 2017, 141,233 shares were held

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directly by the reporting person and 51,750 shares were held indirectly by the reporting person through PHC Investments, LLC.

- (2) The options, representing a right to purchase a total of 14,261 shares, became exercisable in two equal annual installments beginning on March 17, 2015.
- (3) The options, representing a right to purchase a total of 15,616 shares, became exercisable in two equal annual installments beginning on March 17, 2015.
- (4) The options, representing a right to purchase a total of 85,982 shares, became exercisable in two annual installments beginning on December 29, 2015.

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.