

CAPITAL SOUTHWEST CORP

Form 4

June 12, 2013

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

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(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)

12900 PRESTON ROAD, SUITE
700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2013

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior 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	06/10/2013		M		22	A	\$ 93.49	1,772	D
Common Stock	06/10/2013		S		22	D	\$ 139.2	1,750	D
Common Stock	06/10/2013		M		200	A	\$ 93.49	1,950	D
Common Stock	06/10/2013		S		200	D	\$ 138.24	1,750	D
Common Stock	06/10/2013		M		1,000	A	\$ 93.49	2,750	D

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Common Stock 06/10/2013 S 1,000 D \$ 138.24 1,750 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualifying Stock Option ⁽¹⁾	\$ 93.49	06/10/2013		M		22		05/15/2007	05/15/2017	Common Stock	1,000
Incentive Stock Option ⁽²⁾	\$ 93.49	06/10/2013		M		200		05/15/2012	05/15/2016	Common Stock	200
Non-Qualifying Stock Option ⁽¹⁾	\$ 93.49	06/10/2013		M		1,000		05/15/2007	05/15/2017	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ASHBAUGH WILLIAM M 12900 PRESTON ROAD, SUITE 700 DALLAS, TX 75230	Senior Vice President

Signatures

/s/ William M.
Ashbaugh 06/12/2013

**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) Non-Qualifying Stock Option vests annually in five equal installments of 1,500 shares each beginning 5/15/2007, then annually in five equal installments of 500 shares each beginning 5/15/2012
- (2) Incentive Stock Option vests annually in five equal installments of 1,000 shares each beginning 5/15/2012.

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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