

Clark Jonathan
Form 3
July 26, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chada Satyanarayan | | | (Month/Day/Year) | | Small Cap Premium & Dividend Income Fund, Inc. | |
| (Last) | (First) | (Middle) | 07/26/2005 | | [RCC] | |
| 800 SCUDDERS MILL ROAD,Â | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| PLAINSBORO,Â NJÂ 08562 | | | | | (Check all applicable) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(I)
(Instr. 5)**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Chada Satyanarayan 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08562 | ^ | ^ | ^ | Insider |
| Flowers Henry 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08562 | ^ | ^ | ^ | Insider |
| Morton Paul 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08562 | ^ | ^ | ^ | Insider |
| Mottola Paul 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08562 | ^ | ^ | ^ | Insider |
| BURKE DONALD C ^ | ^ | ^ | ^ | VP, Treasurer |
| Rusch Colleen 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | ^ | ^ | ^ | VP |
| BENTLEY WILLIAM C/O MERRILL LYNCH INVESTMENT MANAGEMENT 800 SC UDDERS MILL ROAD PLAINSBORO, NJ 08536 | ^ | ^ | ^ SVP | ^ |
| Costa Vincent J 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | ^ | ^ | ^ | Portfolio Manager |
| Jelilian Debbie 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08562 | ^ | ^ | ^ | Portfolio Manager |
| Clark Jonathan 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | ^ | ^ | ^ | Portfolio Manager |

SignaturesCatherine Johnston, Power of
Attorney

07/26/2005

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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