

PETERSON JEFFREY G
Form 4
May 22, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
PETERSON JEFFREY G

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)
05/18/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

DALLAS, TX 75230

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

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

(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 | 05/18/2012 | | M | 2,000 A \$ 76.74 | 5,250 | D | |
| Common Stock | 05/18/2012 | | M | 1,500 A \$ 93.49 | 6,750 | D | |
| Common Stock | 05/18/2012 | | M | 4,500 A \$ 93.49 | 11,250 | D | |
| Common Stock | 05/18/2012 | | S | 3,000 D \$ 101.38 | 8,250 | D | |
| Common Stock | 05/21/2012 | | S | 1,500 D \$ 102 | 6,750 | D | |

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Incentive Stock Option ⁽¹⁾ | \$ 76.74 | 05/18/2012 | | M | | 2,000 | | Common Stock | 2,000 |
| Incentive Stock Option ⁽²⁾ | \$ 93.49 | 05/18/2012 | | M | | 1,500 | | Common Stock | 1,500 |
| Incentive Stock Option ⁽²⁾ | \$ 93.49 | 05/18/2012 | | M | | 4,500 | | Common Stock | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON JEFFREY G 12900 PRESTON ROAD SUITE 700 DALLAS, TX 75230 | | | Vice President | |

Signatures

/s/ Jeffrey G. Peterson 05/22/2012

**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) Incentive Stock Option vests annually in five equal installments of 1,000 shares each beginning 10/19/2010.

(2) Incentive Stock Option vests annually in ten equal installments of 1,000 shares each beginning 5/15/2007.

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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