SOURCE CAPITAL INC /DE/

Form 4

September 22, 2008

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or	Type	Responses)
-----------	------	------------

1. Name and Address of Reporting Person * ONEIL STEPHEN W

Symbol

5. Relationship of Reporting Person(s) to Issuer

SOURCE CAPITAL INC /DE/

2. Issuer Name and Ticker or Trading

[SOR+]

(Check all applicable)

3. Date of Earliest Transaction (First) (Middle)

(Month/Day/Year)

Officer (give title below)

10% Owner __X__ Other (specify below)

11400 W. OLYMPIC BL., STE. 1200

(Street)

(State)

(City)

(Last)

09/18/2008

Officer of Inv co's inv adv

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90064

1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) Transactionr Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) or Indirect Following Reported (I) Transaction(s) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(D) Code V Amount Price

(Instr. 3 and 4)

Preferred Stock

09/18/2008

P 1,500 30.9998

D 4,500

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

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

Edgar Filing: SOURCE CAPITAL INC /DE/ - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ONEIL STEPHEN W 11400 W. OLYMPIC BL., STE. 1200 LOS ANGELES, CA 90064

Officer of Inv co's inv adv

Signatures

/s/ Sherry Sasaki,
Attorney-in-Fact
09/22/2008

**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).

Remarks:

This form is signed by the reporting person's attorney-in-fact pursuant to the confirming statement previously filed.

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.

Reporting Owners 2