

CAPITAL SOUTHWEST CORP  
Form 4  
July 17, 2013

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 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 \*  
Armes Joseph B

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/15/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Street)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 07/15/2013                           |  | A                              | A   | 3,375   | \$ 148.08  | 3,375 D   |
| Common Stock                    | 07/15/2013                           |  | A                              | A   | 4,125   | \$ 148.08  | 7,500 D   |
| Common Stock                    | 07/15/2013                           |  | A                              | A   | 1,250   | \$ 148.08  | 8,750 D   |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Options <u>(1)</u>         | \$ 148.08  | 07/15/2013                           |  | A                              | 3,375   | 07/15/2014 07/15/2023                                    | Common Stock  | 3,375                      |
| Non-Qualified Stock Options <u>(2)</u>     | \$ 148.08  | 07/15/2013                           |  | A                              | 4,125   | 07/15/2014 07/15/2023                                    | Common Stock  | 4,125                      |
| Non-Qualified Stock Options <u>(3)</u>     | \$ 148.08  | 07/15/2013                           |  | A                              | 1,250   | 07/15/2014 07/15/2023                                    | Common Stock  | 1,250                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Armes Joseph B<br>12900 PRESTON ROAD<br>SUITE 700<br>DALLAS, TX 75230 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Joseph B. Armes 07/17/2013

\*\*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) Incentive Stock Option vests annually in five equal installments of 675 shares each beginning 7/15/14.

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- (2) Non-Qualified Stock Option vests annually in five equal installments of 825 shares each beginning 7/15/14.
- (3) Restricted Stock Grant dated 7/15/2013 with shares awarded in five equal portions of 250 shares each beginning 7/15/14 and on each of the four subsequent anniversaries.

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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