

CAPITAL SOUTHWEST CORP
 Form 4
 May 27, 2015

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

OMB APPROVAL

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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 *
 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)
 C/O CAPITAL SOUTHWEST CORPORATION, 5400 LYNDON B. JOHNSON FWY, SUITE 1300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2015

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

DALLAS, TX 75240
 (City) (State) (Zip)

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

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) | | 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 or Price | | | | |
| Common Stock | 05/22/2015 | | M | | 650 | A \$ 19.18 | 11,650 | D | |
| Common Stock | 05/22/2015 | | S | | 650 | D \$ 51.0533 | 11,000 | D | |
| Common Stock | 05/26/2015 | | M | | 3,433 | A \$ 19.18 | 14,433 | D | |
| Common Stock | 05/26/2015 | | S | | 3,433 | D \$ 51.0262 | 11,000 | D | |
| | | | | | | | 10,345 | I | |

Common
Stock

By ESOP
(1)

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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Options | \$ 19.18 | 05/22/2015 | | M | 650 | <u>(2)</u> 10/19/2019 | Common Stock | 650 |
| Incentive Stock Options | \$ 19.18 | 05/26/2015 | | M | 3,433 | <u>(2)</u> 10/19/2019 | Common Stock | 3,433 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ASHBAUGH WILLIAM M
C/O CAPITAL SOUTHWEST CORPORATION
5400 LYNDON B. JOHNSON FWY, SUITE 1300
DALLAS, TX 75240

Senior
Vice
President

Signatures

/s/ William B.
Ashbaugh

05/27/2015

**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) Reflects ESOP allocations to Mr. Ashbaugh.

(2) The options, representing a right to purchase a total of 8,000 shares following the four-for-one split, became exercisable in two equal annual installments beginning on October 19, 2013.

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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