

CAPSTEAD MORTGAGE CORP  
Form 8-K  
February 23, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 23, 2006

Capstead Mortgage Corporation

(Exact name of registrant as specified in its charter)

Maryland

1-8996

752027937

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

8401 North Central Expressway, Suite 800,  
Dallas, Texas

75225

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

214-874-2323

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 23, 2006, Capstead Mortgage Corporation executed its Amended and Restated Deferred Compensation Plan effective January 1, 2005.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Deferred Compensation Plan as amended and restated effective January 1, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Capstead Mortgage Corporation

*February 23, 2006*

By: */s/ Phillip A. Reinsch*

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*Name: Phillip A. Reinsch*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Deferred Compensation Plan as amended and restated effective January 1, 2005.