CAPSTEAD MORTGAGE CORP Form SC 13D/A May 27, 2003

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

> > SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 17)

CAPSTEAD MORTGAGE CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

\_\_\_\_\_

(Title of Class of Securities)

14067E 40 7

(CUSIP Number)

Randal A. Nardone Chief Operating Officer and Secretary Fortress Registered Investment Trust sole member of Fortress CAP LLC 1251 Avenue of the Americas New York, New York 10020 (212) 798-6100

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

J. Gregory Milmoe Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036-6522 (212) 735-3000

May 23, 2003

\_\_\_\_\_

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d(f) or 13d-1(g), check the following box  $|_{-}|$ .

(Page 1 of 12 Pages)

CUSIP No. 14067E 40 7

13D \_\_\_\_\_\_

Page 2 of 12 Pages

1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Fortress CAP LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  _   Not applicable  (b)  _				
3	SEC USE ONLY				
4	SOURCE OF FUNDS Not applicable				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _				
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	OF SHARES ALLY OWNED	7	SOLE VOTING POWER	- 0 - 	
REPORT	BY EACH ING PERSON WITH	8	SHARED VOTING POWER	- 1,516,059 - 	
		9	SOLE DISPOSITIVE POWER	- 0 -	
		10	SHARED DISPOSITIVE POWER	- 1,516,059 -	
11	AGGREGATE AMOUN' - 1,516,059 -	T BENE	FICIALLY OWNED BY EACH REPOR	TING PERSON	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.8% (based on 14,014,044 shares of Common Stock outstanding as of May 7, 2003)				
14	TYPE OF REPORTING PERSON CO				
CUSIP No	. 14067E 40 7		13D	Page 3 of 12 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Registered Investment Trust				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  _   Not applicable  (b)  _				
3	SEC USE ONLY				
4	SOURCE OF FUNDS WC				

5			d) or 2(e)	DINGS IS REQU	JIRED  _		
6	CITIZENSHIP ( Delaware	OR PLACE C	F ORGANIZATION				
		7 SOLE V	OTING POWER	- 0 -			
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	EACH REPORTING	9 SOLE D	ISPOSITIVE POWER	- 0 -			
r	PERSON WITH	10 SHARED	DISPOSITIVE POWE	R – 1,516,	.059 –		
11	AGGREGATE AM0 - 1,516,059		CIALLY OWNED BY	EACH REPORTIN	NG PERSON		
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14	TYPE OF REPOR	RTING PERS	ON				
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 1,516,059 -					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  _					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.8% (based on 14,014,044 shares of Common Stock outstanding as of May 7, 2003)				
14	TYPE OF REPORTING	JG PERSON				
CUS	IP No. 14067E 40 7	13D	Page 5 of 12 Pages			
1	NAMES OF REPORT: I.R.S. IDENTIFIC Fortress Invest	CATION NOS. OF ABOVE PERSONS (ENTIT	TIES ONLY)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  Not applicable (b)  _					
3	SEC USE ONLY					
4	SOURCE OF FUNDS Not applicable					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _					
6	CITIZENSHIP OR I Delaware	LACE OF ORGANIZATION				
	NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER	- 0 -			
	OWNED BY  EACH  REPORTING	8 SHARED VOTING POWER				
	PERSON WITH	9 SOLE DISPOSITIVE POWER				
		10 SHARED DISPOSITIVE POWER				
11	- 1,516,059 -	BENEFICIALLY OWNED BY EACH REPORT				
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14	TYPE OF REPORTII					

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CUSIP N	o. 14067E 40 7		13D	Page 6 of 12 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Principal Investment Holdings LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  Not applicable (b)  _				
3	SEC USE ONLY				
4	SOURCE OF FUNDS Not applicable				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  PURSUANT TO ITEM 2(d) or 2(e)  _				
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware				
	 UMBER OF SHARES FICIALLY	7 	SOLE VOTING POWER	- 0 -	
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		10	SHARED DISPOSITIVE POWE	R - 1,516,059 -	
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14	TYPE OF REPORTING PERSON CO				

This Amendment No. 17 (this "Amendment") to the Statement on Schedule 13D dated January 21, 2000, as amended by Amendment No. 1 thereto dated February 22, 2000, Amendment No. 2 thereto dated July 12, 2000, Amendment No. 3 thereto dated September 8, 2000, Amendment No. 4 thereto dated October 31, 2000, Amendment No. 5 thereto dated January 9, 2001, Amendment No. 6 thereto dated December 3, 2001, Amendment No. 7 thereto dated March 4, 2003, Amendment No. 8 thereto dated March 20, 2003, Amendment No. 9 thereto dated March 24, 2003, Amendment No. 10 thereto dated March 25, 2003, Amendment No. 11 thereto dated March 26, 2003, Amendment No. 12 thereto dated March 27, 2003, Amendment No. 13 thereto dated May 8, 2003, Amendment No. 14 thereto dated May 14, 2003, Amendment No. 15 thereto dated May 21, 2003 and Amendment No. 16 thereto dated

May 22, 2003 (as so amended, the "Schedule 13D") filed by Fortress CAP LLC, a Delaware limited liability company ("Fortress CAP"), Fortress Registered Investment Trust, a Delaware business trust ("Fortress Trust"), Fortress Investment Fund LLC, a Delaware limited liability company ("Fortress Fund"), Fortress Investment Group LLC, a Delaware limited liability company ("Fortress Group"), and Fortress Principal Investment Holdings LLC, a Delaware limited liability company ("FPIH"), relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Capstead Mortgage Corporation, a Maryland corporation ("Capstead"). This Amendment is filed jointly by Fortress CAP, Fortress Trust, Fortress Fund, Fortress Group and FPIH (collectively, the "Reporting Persons"). All capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 5.

Item 5 of the Schedule 13D is hereby amended and supplemented to add the following:

On May 23, 2003, in a privately negotiated block transaction, Fortress CAP sold 146,500 shares of Common Stock at \$10.8013 per share, yielding aggregate net proceeds of \$1,582,390.45. After this sale, Fortress CAP was the direct beneficial owner of 1,516,059 shares of Common Stock, which represents approximately 10.8% of the outstanding Common Stock.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2003

FORTRESS CAP LLC

By: /s/ Randal A. Nardone

Randal A. Nardone, as Chief Operating Officer and Secretary of Fortress Registered Investment Trust, sole member of Fortress CAP LLC

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2003

FORTRESS REGISTERED INVESTMENT TRUST

By: /s/ Randal A. Nardone

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Randal A. Nardone, as Chief Operating Officer and Secretary of Fortress Registered Investment Trust

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2003

FORTRESS INVESTMENT FUND LLC

By: /s/ Randal A. Nardone

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Randal A. Nardone, as Chief Operating Officer and Secretary of Fortress Fund MM LLC, managing member of Fortress Investment Fund LLC

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2003

FORTRESS INVESTMENT GROUP LLC

By: /s/ Randal A. Nardone

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Randal A. Nardone, as

Chief Operating Officer and Secretary of Fortress Investment Group LLC

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2003

FORTRESS PRINCIPAL INVESTMENT HOLDINGS LLC