

CAPITAL SOUTHWEST CORP
 Form 4
 July 17, 2013

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 *
 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
 (Street)

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

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

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	3,375	A \$ 148.08	3,375	D
Common Stock	07/15/2013		A	4,125	A \$ 148.08	7,500	D
Common Stock	07/15/2013		A	1,250	A \$ 148.08	8,750	D

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

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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 12900 PRESTON ROAD SUITE 700 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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