

ALLIED CAPITAL CORP
 Form 4
 November 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
WALTON WILLIAM L

(Last) (First) (Middle)

1919 PENNSYLVANIA AVENUE,
 NW, 3RD FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLIED CAPITAL CORP [ALD]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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) (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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/09/2007		P		700 A \$ 22.32	D	
Common Stock	11/09/2007		P		15,000 A \$ 22.49	D	
Common Stock	11/09/2007		P		200 A \$ 22.68	D	
Common Stock	11/09/2007		P		100 A \$ 22.7	D	
Common Stock	11/09/2007		P		400 A \$ 22.9	D	

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Common Stock	11/09/2007	P	1,600	A	\$ 22.92	825,797	D	
Common Stock	11/09/2007	P	1,500	A	\$ 22.93	827,297	D	
Common Stock	11/09/2007	P	800	A	\$ 22.94	828,097	D	
Common Stock	11/09/2007	P	1,400	A	\$ 22.95	829,497	D	
Common Stock	11/09/2007	P	100	A	\$ 22.96	829,597	D	
Common Stock	11/09/2007	P	300	A	\$ 22.97	829,897	D	
Common Stock	11/09/2007	P	500	A	\$ 22.98	830,397	D	
Common Stock	11/09/2007	P	5,000	A	\$ 22.99	835,397	D	
Common Stock	11/09/2007	P	22,400	A	\$ 23	857,797	D	
Common Stock						8,562	I	by 401K
Common Stock						12,015	I	by IRA
Common Stock						2,663	I	by Spouse

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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
							Title		

