

Resource Capital Corp.  
Form 3  
February 15, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â COOPERMAN LEON G		(Month/Day/Year)	Resource Capital Corp. [RSO]	
(Last)	(First)	(Middle)	02/07/2006	
88 PINE STREET,Â WALL ST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
PLAZA 31ST FLOOR				
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10005			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	853,867	I <u>(1)</u>	As Investment Adviser to Managed Accounts
Common Stock	1,212,800	I <u>(1)</u>	As controlling party to Investment Limited Partnerships

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Warrants exercisable for Common Stock	01/13/2007	01/13/2009	Common Stock	85,387	\$ 15	I <u>(1)</u>  As investment adviser to Managed Accounts
Warrants exercisable for Common Stock	01/13/2007	01/13/2009	Common Stock	121,280	\$ 15	I <u>(1)</u>  As controlling partner of investment Limited Partnerships

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPERMAN LEON G 88 PINE STREET WALL ST PLAZA 31ST FLOOR NEW YORK, NY 10005	^	^ X	^	^

**Signatures**

Alan M. Stark as Attorney-In-Fact for Leon G. Cooperman, Power of Attorney on file. 02/15/2006

\_\_Signature of Reporting Person
Date

**Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Mr. Cooperman controls the Shares and Warrants herein as investment adviser to Omega Overseas, Ltd and Managed Accounts.

(1) Accordingly, he is deemed to indirectly beneficially own the Shares and Warrants. Mr. Cooperman disclaims beneficial ownership of all of the Shares and Warrants except to the limited extent that he may have some pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.