Resource Capital Corp. Form 4/A May 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Accoper MA	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Resource Capital Corp. [rso]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
88 PINE STE PLAZA 31S		L ST	(Month/Day/Year) 03/13/2008	DirectorX 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 05/19/2008 Form filed by More than One Reporting

NEW YORK, NY 10005

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)				quired l of (D)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/13/2008		<u>J(1)</u>	26,500	A	\$0	456,900	I	Omega Overseas (5)
Common Stock	03/13/2008		J(2)	26,500	D	\$0	1,239,560	I	Managed Accounts (3)
Common Stock	05/15/2008		D	46,000	D	\$ 9.66	1,193,560	I	Managed Accounts (3)
Common Stock							500,000	I	By Leon & Toby Cooperman Foundation (4)

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Common Stock	1,391,373	I	investment limited partnerships (5)
Common Stock	50,000	I	By spouse (4)

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

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SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	te	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Expiration Date	Title	Amount or Number of Shares	

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							

Signatures Ry Alon M. Stork, POA

on file	05/27/2007			
**Signature of Reporting Person	Date			

Reporting Owners 2

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) 1. This was a transfer from the Managed Accounts for no consideration. See Footnote 2
- (2) 2. This was a transfer to Omega Overseas for no consideration.. See Footnote 1
- 3. The securities are held in managed accounts over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the securities for purpose of Section 16 or for any other purpose.
- (4) 4. The reporting person disclaims ownership of these securities, and this report shall not be deemed an admission that he is the beneficial owner for purposes of Section 16 or for any other purpose.
- 5. The securities are held in the accounts of private investment vehicles over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of thes securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.