

Barry Matthew C.
Form 4
September 08, 2011

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 *
Barry Matthew C.

2. Issuer Name and Ticker or Trading Symbol
PROSPECT CAPITAL CORP
[PSEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 E. 40TH STREET, 44TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2011

____ Director
____ Officer (give title below) Other (specify below)
Family Insider

NEW YORK, NY 10016

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)
			Code	V	Amount	(A) or (D)	Price
Dividends Reinvested	07/30/2010		P		14.362	A	\$ 9.8 1,420.399
Dividends Reinvested	08/31/2010		P		15.316	A	\$ 9.295 1,435.714
Dividends Reinvested	09/30/2010		P		14.829	A	\$ 9.73 1,450.544
Dividends Reinvested	10/29/2010		P		14.864	A	\$ 9.82 1,465.407
Dividends Reinvested	11/30/2010		P		15.004	A	\$ 9.84 1,480.411

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Dividends Reinvested	12/31/2010	P	13.802	A	\$ 10.82	1,494.213	D
Dividends Reinvested	01/31/2011	P	13.261	A	\$ 11.38	1,507.475	D
Dividends Reinvested	02/28/2011	P	12.609	A	\$ 12.09	1,520.084	D
Dividends Reinvested	03/31/2011	P	12.665	A	\$ 12.14	1,532.749	D
Dividends Reinvested	04/30/2011	P	12.912	A	\$ 12.01	1,545.661	D
Dividends Reinvested	05/31/2011	P	13.543	A	\$ 11.55	1,559.204	D
Dividends Reinvested	06/24/2011	P	15.565	A	\$ 10.14	1,574.769	D
Dividends Reinvested	07/22/2011	P	15.755	A	\$ 10.12	1,590.525	D
Dividends Reinvested	08/26/2011	P	18.134	A	\$ 8.71	1,608.659	D
Common Stock	09/07/2011	P	2,500	A	\$ 8.242	4,108.659	D

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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barry Matthew C. 10 E. 40TH STREET, 44TH FLOOR NEW YORK, NY 10016				Family Insider

Signatures

Matthew C. Barry	09/08/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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.