

Hyzak Dwayne L.  
Form 4  
June 16, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Hyzak Dwayne L.

2. Issuer Name and Ticker or Trading Symbol  
Main Street Capital CORP [MAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1300 POST OAK BLVD., STE. 800  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President-Finance

HOUSTON, TX 77056

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2011		J(1)	V	204.313	A	\$ 18.2934
Common Stock	05/16/2011		J(1)	V	30	A	\$ 18.29

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

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SEC 1474 (9-02)

**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 Owned Following Transaction (Instr. 5)
				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
Hyzak Dwayne L. 1300 POST OAK BLVD. STE. 800 HOUSTON, TX 77056			Senior Vice President-Finance	

## Signatures

/s/ Rodger A. Stout as Attorney-in-Fact for Dwayne L. Hyzak 06/16/2011

\_\_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) The reporting person acquired these shares under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11.

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. y be converted into Series A Subordinated Units on a one-for-one basis upon the satisfaction of certain operational and financial conditions or, if the subordination period for the Series A Subordinated Units has ended at the

time the operation and financial conditions are satisfied, into Common Units on a one-for-one basis, as set forth in the Partnership Agreement.

PAA, as the sole member of PNGS GP LLC, the general partner of the Issuer, may also, pursuant to Rule 13d-3, be deemed to beneficially own the equity interest representing a 2% general partner interest and the incentive distribution rights (representing the right to receive increasing percentages of quarterly distributions in excess of specified amounts) in the Issuer held by PNGS GP LLC.

(2) The General Partner, AAP and GP LLC may, pursuant to Rule 13d-3, be deemed to be indirect beneficial owners of the securities held by PAA, described in (a)(1) above.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference. See Schedule 1 for the information applicable to the Listed Persons.

(c) Except as described in Item 3 above or elsewhere in this Schedule 13D, none of the Reporting Persons or, to the Reporting Persons' knowledge, the Listed Persons has effected any transactions in the Common Units during the past 60 days.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information provided or incorporated by reference in Item 3 and Item 4 is hereby incorporated by reference herein.

To the Reporting Persons' knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any other person with respect to any securities of the Issuer, other than the following:

In September 2010, PAA entered into transaction grant agreements with Greg Armstrong, Harry Pefanis and Al Swanson, who are executive officers of PAA, pursuant to which these individuals acquired phantom common units, phantom series A subordinated units and phantom series B subordinated units, representing a portion of the limited partner interests of PNG issued to PAA in connection with PNG's IPO. The phantom units will vest as follows: (i) the phantom common units will vest 50% on May 5, 2011 and 50% on May 5, 2012; (ii) the phantom series A subordinated units will vest upon conversion of the Series A Subordinated Units into Common Units; and (iii) the phantom series B subordinated units will vest in increments of 20%, 21%, 15%, 22% and 22%, respectively, in connection with the conversion of the First through Fifth Tranches of Series B Subordinated Units. Upon vesting, the phantom common units and phantom series A subordinated units will be payable one-for-one by PAA in Common Units of PNG, and the phantom series B subordinated units will be payable one-for-one by PAA in Series

A Subordinated Units or Common Units of PNG it receives upon conversion of the Series B Subordinated Units. Any phantom series A subordinated units and phantom series B subordinated units that have not vested as of December 31, 2018 will be automatically cancelled on such date. The number of phantom units of each class or series granted by PAA to Messrs. Armstrong, Pefanis and Swanson is as follows: Mr. Armstrong, 62,000 each of phantom common units, phantom series A subordinated units and phantom series B subordinated units; Mr. Pefanis, 42,000 each of phantom common units, phantom series A subordinated units and phantom series B subordinated units; and Mr. Swanson, 21,000 each of phantom common units, phantom series A subordinated units and phantom series B subordinated units.

**Item 7. Material to Be Filed as Exhibits**

- Schedule I Identity and Background of the Listed Persons pursuant to Item 2 and General Instruction C to Schedule 13D
- Exhibit A Second Amended and Restated Limited Partnership Agreement of PAA Natural Gas Storage L.P., dated as of August 16, 2010 (filed as Exhibit 3.1 to PAA Natural Gas Storage L.P.'s Current Report on Form 8-K filed with the Commission on August 20, 2010 (File No. 001-34722) and incorporated herein in its entirety by reference).
- Exhibit B Contribution Agreement by and among PAA Natural Gas Storage, L.P., PNGS GP LLC, Plains All American Pipeline, L.P., PAA Natural Gas Storage, LLC, PAA/Vulcan Gas Storage, LLC, Plains Marketing, L.P. and Plains Marketing GP Inc., dated as of April 29, 2010 (filed as Exhibit 10.1 to PAA Natural Gas Storage L.P.'s Current Report on Form 8-K filed with the Commission on May 4, 2010 (File No. 001-34722) and incorporated herein in its entirety by reference).
- Exhibit C Joint Filing Statement (filed herewith).

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 18, 2011

**PLAINS ALL AMERICAN PIPELINE, L.P.**

By: PAA GP LLC, its general partner

By: Plains AAP, L.P., its sole member

By: Plains All American GP LLC, its general partner

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 18, 2011

**PAA GP LLC**

**By: Plains AAP, L.P., its sole member**

**By: Plains All American GP LLC, its general partner**

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 18, 2011

**PLAINS AAP, L.P.**

**By: Plains All American GP LLC, its general partner**

By: /s/ Tim Moore  
Name: Tim Moore  
Title: Vice President  
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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 18, 2011

**PLAINS ALL AMERICAN GP LLC**

By: /s/ Tim Moore

Name: Tim Moore

Title: Vice President



**EXHIBIT INDEX**

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