### Edgar Filing: PEASE TIMOTHY H - Form 5

PEASE TIN	ИОТНҮ Н										
Form 5 January 27.	2005										
FOR								OMB A	PPROVAL		
FURI		STATES	SECU	RITIES AN	ND EXC	HANGF	E COMMISSIO	N OMB	3235-0362		
Check the no longe	nis box if	ashington, I		Number: Expires:	January 31,						
to Section 16. Form 4 or Form ANNUAL STA'				ENT OF C RSHIP OF			ENEFICIAL	Estimated burden hor response	urs per		
1(b).	Filed put Holdings Section 170	(a) of the H	Public U	· · /	ng Comp	oany Act					
PEASE TIMOTHY H			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALLIED CAPITAL CORP [ALD]				Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (	Middle)		ment for Issuer Day/Year) 2004	's Fiscal Y	ear Ended	Director				
1919 PEN NW, 3RI	NSYLVANIA AV D FLOOR	/ENUE,	12/31/	2004			below)	ior Vice Preside			
				nendment, Date onth/Day/Year)	e Original			6. Individual or Joint/Group Reporting (check applicable line)			
WASHING	GTON, DC 20	006					V. Form Filed h	v One Benerting I	Daman		
							_X_ Form Filed b Form Filed by Person	More than One I			
(City)	(State)	(Zip)	Tal	ble I - Non-De	rivative So	ecurities A	Acquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	or (D) Pri	(Instr. 3 and 4)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.					in this fo	ormation pond unless rol number.	SEC 2270 (9-02)				
	Tab			curities Acqui ls, warrants, c			• Beneficially Owner securities)	d			

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriva
or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Securi
Price of		(Month/Day/Year)	(Instr. 8)	Derivative			(Instr.
	Conversion or Exercise	Conversion (Month/Day/Year) or Exercise	Conversion (Month/Day/Year) Execution Date, if or Exercise any	Conversion(Month/Day/Year)Execution Date, ifTransactionor ExerciseanyCode	Conversion(Month/Day/Year)Execution Date, ifTransactionNumberor ExerciseanyCodeof	Conversion(Month/Day/Year)Execution Date, if anyTransactionNumberExpiration Dateor ExerciseanyCodeof(Month/Day/Year)	Conversion(Month/Day/Year)Execution Date, if anyTransactionNumberExpiration DateUnderlying Securitiesor ExerciseanyCodeof(Month/Day/Year)(Instr. 3 and 4)

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 24.62	10/01/2004	Â	J	11	Â	(1)	(2)	Common Stock	11	\$ 24
Phantom Stock Units	\$ 26.145	12/31/2004	Â	J	15	Â	(1)	(2)	Common Stock	15	\$ 26.

## **Reporting Owners**

Reporting Owner Nam	Relationships							
	Director	10% Owner	Officer	Other				
PEASE TIMOTHY H 1919 PENNSYLVANIA AVENUE, NW 3RD FLOOR WASHINGTON, DC 20006		Â	Â	Senior Vice President	Â			
Signatures								
s/ Timothy H. Pease	01/27/2005							

\*\*Signature of Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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 phantom stock units were awarded under the Allied Capital Corporation Deferred Compensation Plan II and are fully vested.
- (2) Upon termination, phantom stock units will be distributed over a two year period or immediately upon a change in control.
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### **Remarks:**

Pertains to phanton stock acquired pursuant to a dividend reinvestment plan. Â The acquisition of the

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.