

FOSTER VINCENT D
Form 4
February 21, 2012

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 *
FOSTER VINCENT D

(Last) (First) (Middle)

1300 POST OAK BLVD., STE. 800

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

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

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

01/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------|---|--|
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 2,608.049 A \$ 21.41 | 1,217,449.9713 | D |
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 650 A \$ 21.41 | 1,218,099.9713 | D |
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 456.199 A \$ 21.41 | 1,218,556.1703 | D |
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 62.572 A \$ 21.41 | 9,986.0061 | I Foster Irrevocable Trust ⁽²⁾ |
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 18.0548 A \$ 21.5444 | 2,899.4093 | I Amy Foster Custodial |

| | | | | | | | | Account ⁽³⁾ | | |
|--------------|------------|--|------------------|---|---------|---|-------------------------|------------------------|---|--|
| Common Stock | 01/16/2012 | | P ⁽¹⁾ | V | 17.6672 | A | \$ 21.5444 | 2,837.1144 | I | Brittany Foster Custodial Account ⁽³⁾ |
| Common Stock | 02/17/2012 | | A ⁽⁴⁾ | | 62,010 | A | \$ 23.24 ⁽⁵⁾ | 1,280,566.1703 | D | |

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

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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 (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 |
| FOSTER VINCENT D 1300 POST OAK BLVD. STE. 800 HOUSTON, TX 77056 | X | | Chief Executive Officer | |

Signatures

/s/ Rodger A. Stout as Attorney-in-Fact for Vincent D. Foster
 **Signature of Reporting Person
 02/21/2012
 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.
- (2) Shares purchased by irrevocable trust for the benefit of children.
- (3) Shares purchased by custodial account of daughter.
The reporting person acquired these shares from the Company in exchange for interests in Main Street Capital II, LP through a
- (4) transaction approved by the Securities and Exchange Commission pursuant to an exemptive order issued on February 14, 2012 (Release No. 29946).
- (5) The reporting person estimates that the fair market value of the Main Street Capital II, LP interests delivered to the Company is \$1,441,112.

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.