

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | | |
|--|--------------------------------------|--|---|---|---|---|---|--|---|
| 1. Name and Address of Reporting Person * PARKER ANTHONY W | | | 2. Issuer Name and Ticker or Trading Symbol GLADSTONE CAPITAL CORP [GLAD] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2005 | | | | | | |
| 1616 ANDERSON ROAD, SUITE 208 | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| MCLEAN, VA 22102 | | | | | | | | | |
| (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 | | |

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. 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option | \$ 24.39 | 02/09/2005 | | A | | 10,000 | (1) | 02/08/2015 | Common Stock | 10,000 | \$ 24.39 | 10,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARKER ANTHONY W 1616 ANDERSON ROAD SUITE 208 MCLEAN, VA 22102 | X | | | |

Signatures

| | |
|--|---------------------|
| Paula Novara, Attonrey-in-fact | 02/11/2005 |
| <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).
- (1) Fifty percent of the shares underlying this option become exerciseable on 2/9/2006 and the remaining fifty percent become exerciseable on 2/9/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of David Gladstone, Terry Brubaker, Harry Brill Paula Novara and Skye Breeden of the Company and Thomas Salley, Darren DeStefano Valerie Wells, Allyson Williams and Brian of Cooley Godward LLP, signing individually, the undersigned's true and lawful attorneys-in fact and agents to: (1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of Gladstone Capital Corporation the Company), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power

and
authority
to do and perform any and every act and thing whatsoever requisite,
necessary,
or proper
to be done in the exercise of any of the rights and powers herein
granted,
as fully to
all intents and purposes as the undersigned might or could do if
personally
present,
with full power of substitution or revocation, hereby ratifying and
confirming
all that
such attorney-in-fact, or such attorney-in-fact's substitute or
substitutes,
shall
lawfully
do or cause to be done by virtue of this power of attorney and the
rights
and
powers herein granted. The undersigned acknowledges that the foregoing
attorneys-in-fact,
in serving in such capacity at the request of the undersigned, are not
assuming,
nor is the Company assuming, any of the undersigned's responsibilities
to comply
with Section 16 of the Exchange Act.
This Power of Attorney shall remain in full force and effect until the
earliest to occur of (a) the undersigned is no longer required to file
Forms 3, 4
and 5 with
respect to the undersigned's holdings of and transactions in securities
issued by
the Company, (b) revocation by the undersigned in a signed writing
delivered to the
foregoing attorneys-in-fact or (c) as to any attorney-in-fact
individually, until
such attorney-in-fact shall no longer be employed by the Company or
Cooley Godward
LLP.
IN WITNESS WHEREOF, the undersigned has cause this Power of

Attorney to be

executed as of this 22nd day of May, 2004.

/s/ Anthony Parker

Anthony Parker