

Resource Capital Corp.  
Form 4/A  
May 27, 2008

**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 \*  
**COOPERMAN LEON G**

(Last) (First) (Middle)

88 PINE STREET, WALL ST  
PLAZA 31ST FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Resource Capital Corp. [RSO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/20/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 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)
Common Stock	05/16/2008		S	V Amount (D) Price 32,800 D \$ 9.72	1,160,760	I	Managed Accounts <sup>(1)</sup>
Common Stock					500,000	I	Leon & Toby Cooperman Foundation <sup>(2)</sup>
Common Stock					456,900	I	Omega Overseas <sup>(3)</sup>
Common Stock					1,391,373	I	By investment



## Edgar Filing: Resource Capital Corp. - Form 4/A

(1) The securities are held in managed accounts over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the securities for purposes of Section 16 or for any other purpose.

(2) The reporting person disclaims ownership of these securities, and this report shall not be deemed an admission that he is the beneficial owner for purposes of Section 16 or for any other purpose.

(3) The securities are held in the accounts of private investment vehicles over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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

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