

Kohlberg Capital CORP
 Form 4
 August 18, 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 *
 Pearson Dayl W

(Last) (First) (Middle)

C/O KOHLBERG CAPITAL CORPORATION, 295 MADISON AVENUE, 6TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Kohlberg Capital CORP [KCAP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/14/2008

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 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)
				(A) or (D)	Price		
Common Stock	08/14/2008		P	100	\$ 9.43	96,172.21 ⁽¹⁾	D
Common Stock	08/14/2008		P	400	\$ 9.4399	96,572.21 ⁽¹⁾	D
Common Stock	08/15/2008		P	500	\$ 9.627	97,072.21 ⁽¹⁾	D
Common Stock						118.09	I As USGMA custodian for Erica

Common Stock	118.09	I	Pearson ⁽²⁾ As USGMA custodian for Scott Pearson ⁽³⁾
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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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearson Dayl W C/O KOHLBERG CAPITAL CORPORATION 295 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10017	X		Chief Executive Officer	

Signatures

/s/ Dayl W. Pearson, by Michael I Wirth, attorney-in-fact, pursuant to a POA previously filed with the SEC 08/18/2008

**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) Of these shares, 41,771 comprise shares of restricted stock granted to Mr. Pearson under the Company's Amended and Restated 2006 Equity Incentive Plan. One half of the restricted stock award will vest on each of the third and fourth anniversaries of the grant date.
Shares held by Mr. Pearson, as custodian, for daughter Erica Pearson under the Uniform Gifts to Minors Act. Mr. Pearson disclaims
- (2) beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Pearson is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.
- (3) Shares owned by Scott Pearson, Mr. Pearson's son. Mr. Pearson disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Pearson is the beneficial owner of these shares for purposes of Section 16 or for any other purposes.

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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