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CAPSTEAD MORTGAGE CORP

Form 4

November 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOOLSBY MICHELLE P			2. Issuer Name and Ticker or Trading Symbol CAPSTEAD MORTGAGE CORP [NONE]					C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 6722 WAG	(First) (N	/liddle)	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2013					_X_ Director Officer (give below)	e title 10% Owner Other (specify below)		
				nendment, Date Original onth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - Non	-D	erivative :	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8		4. Security on (A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	11/13/2013			A	v	5,700	A	\$ 11.65	8,700	D	
Common Stock	11/13/2013			A		4,300	A	\$ 11.66	13,000	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. Transactic Code (Instr. 8)	5. 6. Date Exercisable and 7. Title and A Underlying S of (Month/Day/Year) (Instr. 3 and 4 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities	8. Price Derivat Security (Instr. 5		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
RSU - Restricted Stock Unit	\$ 13.02					04/15/2014	<u>(1)</u>	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOOLSBY MICHELLE P 6722 WAGGONER DRIVE DALLAS, TX 75230	X						

Signatures

Phillip A. Reinsch For: Michelle P. Goolsby 11/14/2013 **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).

Award of restricted shares to each non-employee director from the Amended and Restated Flexible Long-Term Incentive Plan as part fo (1) the director's annual retainer. The award will vest in full on April 15, 2014 with the expectation that each director will retain all the

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.

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