SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 8)(1)

| CAPITAL SOUTHWEST CORPORATIO | N |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| (Name of Issuer) | |
| COMMON | |
| (Title of Class of Securitie | s) |
| 140501107 | |
| (CUSIP Number) | |
| | |
| Date of Event Which Requires Filing of t | his Statement) |
| Check the appropriate box to designate the rule Schedule is filed: | pursuant to which this |
| [_] Rule 13d-1(b) | |
| [_] Rule 13d-1(c) | |
| [_] Rule 13d-1(d) | |
| (1) The remainder of this cover page shall be filled person's initial filing on this form with respect securities, and for any subsequent amendment con would alter the disclosures provided in a prior | t to the subject class of taining information which |
| The information required in the remainder of thi deemed to be "filed" for the purpose of Section 18 of Act of 1934 or otherwise subject to the liabilities obut shall be subject to all other provisions of the A Notes). | the Securities Exchange of that section of the Act |
| CUSIP No. 140501107 13G | Page 2 of 5 Pages |
| 1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTI | |
| First Manhattan Co. | 13-1957714 |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [_] (b) [X] |
| 3. SEC USE ONLY | |

New York NUMBER OF 5. SOLE VOTING POWER SHARES -----BENEFICIALLY 6. SHARED VOTING POWER 241,129 OWNED BY ______ EACH SOLE DISPOSITIVE POWER REPORTING ______ 8. SHARED DISPOSITIVE POWER PERSON 243,537 WITH 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [-] 6.30% 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12. TYPE OF REPORTING PERSON* BD, IA, PN -----_ _____ *SEE INSTRUCTIONS BEFORE FILLING OUT!

4. CITIZENSHIP OR PLACE OF ORGANIZATION

| Item 1(a). | Name of Issuer: |
|------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| | CAPITAL SOUTHWEST CORP. |
| Item 1(b). | Address of Issuer's Principal Executive Offices: |
| | 12900 PRESTON ROAD, SUITE 700 DALLAS, TX 75230 |
| Item 2(a). | Name of Person Filing: |
| | First Manhattan Co. |
| Item 2(b). | Address of Principal Business Office, or if None, Residence: |
| | 437 Madison Avenue New York, NY 10022 |
| Item 2(c). | Citizenship: |
| | U.S.A. |
| Item 2(d). | Title of Class of Securities: |
| | Common |
| Item 2(e). | CUSIP Number: |
| | 140501107 |
| Item | 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a: |
| (a) | $[_]$ Broker or dealer registered under Section 15 of the Exchange Act. |
| (b) | [_] Bank as defined in Section 3(a)(6) of the Exchange Act. |
| (c) | $[_]$ Insurance company as defined in Section 3(a)(19) of the Exchange Act. |
| (d) | [_] Investment company registered under Section 8 of the Investment Company Act. |
| (e) | <pre>[X] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);</pre> |
| (f) | [_] An employee benefit plan or endowment fund in accordance with Rule $13d-1(b)(1)(ii)(F)$; |
| (g) | <pre>[_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);</pre> |
| (h) | <pre>[_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;</pre> |
| (i) | [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; |
| (j) | <pre>[_] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).</pre> |

| Item 4. Owne | ership. |
|--------------|---------|
|--------------|---------|

| Provide t | the | following | information | re | garding | the | aggregate | nun | ber | and |
|---------------|-----|-----------|-------------|----|---------|-----|------------|-----|------|-----|
| percentage of | the | class of | securities | of | the iss | uer | identified | in | Item | 1. |

| | (a) | Amount | beneficially | owned: | | | | |
|------|-------|---------|------------------------------|------------------------------|------------------------------|----------------------------------|-------------|----|
| | | | | | 3,637 | | | |
| | (b) | Perce | nt of class: | | | | | |
| | (c) | Number | of shares as | to which su | ch person ha | ıs: | | |
| | | (i) | Sole power t | o vote or to | direct the | vote | 10 | 00 |
| | | (ii) | Shared powe | r to vote or | to direct t | the vote | 241,1 | 29 |
| | | (iii) | Sole power | to dispose o | r to direct | the disposition | on of 10 | 00 |
| | | (iv) | Shared powe disp | er to dispose oosition of | or to direc | t the | 243,5 | 37 |
| Item | 5. | 0wners | hip of Five P | ercent or Le | ss of a Clas | SS. | | |
| | of tl | he repo | rting person the class of | has ceased t securities | o be the ber check the fo | | of more tha | an |
| Item | 6. | Owners | | | | alf of Another | | |
| | | | Not | Applicable | | | | |
| Item | | | curity Being | | | e Subsidiary W nt Holding Com | | |
| | | | Not | Applicable | | | | |
| Item | 8. | Identi | fication and | Classifica | tion of Men | nbers of the G | roup. | |
| | | | Not | Applicable | | | | |
| Item | 9. | Notice | of Dissoluti | on of Group. | | | | |
| | | | Not | Applicable | | | | |
| | | | | | | | | |

Item 10. Certifications.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

(b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

| February 10, 2006 |
|---------------------------------------------|
| (Date) |
| /s/ Neal K. Stearns |
| (Signature) |
| Neal K. Stearns Senior Managing Director |
| (Name/Title) |

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).