

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 814-61

CAPITAL SOUTHWEST CORPORATION
(Exact name of registrant as specified in its charter)

Texas 75-1072796
(State or other jurisdiction of incorporation (I.R.S. Employer or organization) Identification No.)

12900 Preston Road, Suite 700, Dallas, Texas 75230

(Address of principal executive offices) (Zip Code)

(972) 233-8242
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes X No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No X

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

3,857,051 shares of Common Stock, \$1 Par Value as of October 31, 2005

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PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

CAPITAL SOUTHWEST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Financial Condition

Assets	September 30, 2005 ----- (Unaudited)	March 31, 2005 -----
Investments at market or fair value		
Companies more than 25% owned		
(Cost: September 30, 2005 - \$23,114,866		
March 31, 2005 - \$23,114,866)	\$271,943,981	\$259,628,981
Companies 5% to 25% owned		
(Cost: September 30, 2005 - \$27,050,000		
March 31, 2005 - \$19,050,000)	58,614,852	44,890,852
Companies less than 5% owned		
(Cost: September 30, 2005 - \$38,281,525		
March 31, 2005 - \$42,381,532)	126,329,136	117,502,389
	-----	-----
Total investments		
(Cost: September 30, 2005- \$88,446,391		
March 31, 2005 - \$84,546,398)	456,887,969	422,022,222
Cash and cash equivalents	7,479,078	5,104,935
Receivables	256,193	136,401
Other assets	7,193,079	7,120,043
	-----	-----
Totals	\$471,816,319	\$434,383,601
	=====	=====
 Liabilities and Shareholders' Equity		
Note payable to bank	\$ 8,000,000	\$ 8,000,000
Note payable to portfolio company	--	5,000,000
Accrued interest and other liabilities	1,643,775	1,842,587
Income taxes payable	2,642,433	--
Deferred income taxes	129,217,885	117,007,107
	-----	-----
Total liabilities	141,504,093	131,849,694
	-----	-----
 Shareholders' equity		
Common stock, \$1 par value: authorized,		
5,000,000 shares; issued, 4,294,416 shares		
at September 30, 2005 and March 31, 2005	4,294,416	4,294,416
Additional capital	7,904,997	7,904,997
Undistributed net investment income	4,139,050	3,669,805
Undistributed net realized gain on investments	80,497,486	73,316,166
Unrealized appreciation of investments -		
net of deferred income taxes	240,509,579	220,381,825
Treasury stock - at cost (437,365 shares)	(7,033,302)	(7,033,302)
	-----	-----
Net assets at market or fair value, equivalent		
to \$85.64 per share at September 30, 2005 and		
\$78.44 per share at March 31, 2005 on the		
3,857,051 shares outstanding	330,312,226	302,533,907
	-----	-----
Totals	\$471,816,319	\$434,383,601
	=====	=====

(See Notes to Consolidated Financial Statements)

CAPITAL SOUTHWEST CORPORATION
AND SUBSIDIARIES
Consolidated Statements of Operations

(Unaudited)

	Three Months Ended September 30		Six Months Ended September 30	
	2005	2004	2005	2004
Investment income:				
Interest	\$ 101,763	\$ 94,660	\$ 243,666	\$ 187,942
Dividends	783,374	727,207	1,565,620	1,429,414
Management and directors' fees	308,720	154,750	479,470	324,000
	1,193,857	976,617	2,288,756	1,941,356
Operating expenses:				
Salaries	246,500	254,218	479,500	484,593
Net pension expense (benefit)	5,344	(59,212)	(58,373)	(127,438)
Other operating expenses	181,534	231,745	383,992	405,442
	433,378	426,751	805,119	762,597
Income before interest expense and income taxes	760,479	549,866	1,483,637	1,178,759
Interest expense	96,323	86,483	215,082	201,869
Income before income taxes	664,156	463,383	1,268,555	976,890
Income tax expense (benefit)	(1,800)	20,400	27,900	44,400
	665,956	442,983	1,240,655	932,490
Net investment income	\$ 665,956	\$ 442,983	\$ 1,240,655	\$ 932,490
Proceeds from disposition of investments	\$13,001,764	\$ 155,877	\$19,886,004	\$ 764,394
Cost of investments sold	7,086,217	4,083,668	8,709,873	7,085,993
Realized gain (loss) on investments before income taxes	5,915,547	(3,927,791)	11,176,131	(6,321,599)
Income tax expense (benefit)	2,143,206	(1,458,018)	3,994,811	(2,295,851)
Net realized gain (loss) on investments	3,772,341	(2,469,773)	7,181,320	(4,025,748)
Increase (decrease) in unrealized appreciation of investments before income taxes	26,824,183	(3,791,414)	30,965,754	(7,472,675)
Increase (decrease) in deferred income taxes on appreciation of investments	9,388,000	(1,244,000)	10,838,000	(2,533,000)
Net increase (decrease) in unrealized appreciation of investments	17,436,183	(2,547,414)	20,127,754	(4,939,675)
Net realized and unrealized gain (loss) on investments	\$21,208,524	\$(5,017,187)	\$27,309,074	\$(8,965,423)
Increase (decrease) in net assets from operations	\$21,874,480	\$(4,574,204)	\$28,549,729	\$(8,032,933)

(See Notes to Consolidated Financial Statements)

CAPITAL SOUTHWEST CORPORATION
AND SUBSIDIARIES
Consolidated Statements of Changes in Net Assets

	Six Months Ended September 30, 2005 ----- (Unaudited)	Year Ended March 31, 2005 -----
Operations		
Net investment income	\$ 1,240,655	\$ 2,405,948
Net realized gain (loss) on investments	7,181,320	(6,065,814)
Net increase in unrealized appreciation of investments	20,127,754 -----	17,884,654 -----
Increase in net assets from operations	28,549,729	14,224,788
Distributions from:		
Undistributed net investment income	(771,410) -----	(2,314,231) -----
Increase in net assets	27,778,319	11,910,557
Net assets, beginning of period	302,533,907 -----	290,623,350 -----
Net assets, end of period	\$330,312,226 =====	\$302,533,907 =====

(See Notes to Consolidated Financial Statements)

CAPITAL SOUTHWEST CORPORATION
AND SUBSIDIARIES
Consolidated Statements of Cash Flows

(Unaudited)

	Three Months Ended September 30		Six Months Ended September 30	
	2005	2004	2005	2004
	-----	-----	-----	-----
Cash flows from operating activities				
Increase (decrease) in net assets from operations	\$ 21,874,480	\$(4,574,204)	\$ 28,549,729	\$(8,032,933)
Adjustments to reconcile increase (decrease) in net assets from operations to net cash provided by operating activities:				
Proceeds from disposition of investments	13,001,764	101,297	19,886,004	709,814
Purchases of securities	(10,179,665)	(545,078)	(12,984,866)	(947,403)
Maturities of securities	375,000	228,000	375,000	228,000
Depreciation and amortization	3,924	4,262	7,849	7,891
Net pension expense (benefit)	5,344	(59,212)	(58,373)	(127,438)
Net realized and unrealized (gain) loss on investments	(21,208,524)	5,017,187	(27,309,074)	8,965,423
(Increase) decrease in receivables	(41,569)	282	(119,792)	(12,444)
(Increase) decrease in other assets	10,272	29,783	15,697	(4,546)
Decrease in accrued interest and other liabilities	(250)	(39,276)	(159,685)	(107,522)
Decrease in accrued pension cost	(38,668)	(41,820)	(77,336)	(83,640)
Deferred income taxes	(1,800)	20,400	20,400	44,400
	-----	-----	-----	-----
Net cash provided by operating activities	3,800,308	141,621	8,145,553	639,602
	-----	-----	-----	-----
Cash flows from financing activities				
Decrease in note payable to bank	--	--	--	(7,500,000)
Decrease in note payable to portfolio company	--	--	(5,000,000)	--
Distributions from undistributed net investment income	--	--	(771,410)	(771,410)
	-----	-----	-----	-----
Net cash used in financing activities	--	--	(5,771,410)	(8,271,410)
	-----	-----	-----	-----
Net increase (decrease) in cash and cash equivalents	3,800,308	141,621	2,374,143	(7,631,808)
Cash and cash equivalents at beginning of period	3,678,770	2,377,367	5,104,935	10,150,796
	-----	-----	-----	-----
Cash and cash equivalents at end of period	\$ 7,479,078	\$ 2,518,988	\$ 7,479,078	\$ 2,518,988
	=====	=====	=====	=====
Supplemental disclosure of cash flow information:				
Cash paid during the period for:				
Interest	\$96,179	\$86,386	\$214,860	\$202,200
Income taxes	\$ --	\$ --	\$ 7,500	\$ --

(See Notes to Consolidated Financial Statements)

CAPITAL SOUTHWEST CORPORATION
AND SUBSIDIARIES
Notes to Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation

The accompanying consolidated financial statements, which include our accounts and the accounts of our wholly-owned small business investment company subsidiary and our wholly-owned management company, have been prepared on the value method of accounting in accordance with accounting principles generally accepted in the United States for investment companies. All significant intercompany accounts and transactions have been eliminated in consolidation.

The financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions to Form 10-Q and Article 6 of Regulation S-X. The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our annual report on Form 10-K for the year ended March 31, 2005. Certain information and footnotes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted, although we believe that the disclosures are adequate for a fair presentation. The information reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods.

2. Indemnification

We enter into agreements that contain customary indemnification provisions. The maximum exposure under these indemnification agreements is unknown, but we have had no previous claims or losses and expect the risk of losses to be remote.

3. Stock-Based Compensation

Effective April 1, 2003, we adopted the fair value method of recording compensation expense related to all stock options granted after March 31, 2003, in accordance with FASB Statement Nos. 123 and 148. Accordingly, the fair value of stock options as determined on the date of grant using the Black-Scholes pricing model will be expensed over the vesting period of the related stock options. No stock options have been granted since March 31, 2003.

The following table illustrates the effect on net asset value and net asset value per share if we had applied the fair value recognition provisions of FASB Statement No. 123 to stock-based compensation for options granted prior to the implementation of FASB Statement No. 123.

	September 30, 2005	September 30, 2004
	-----	-----
Net asset value, as reported	\$330,312,226	\$281,819,007
Deduct: Total fair value computed stock-based compensation	75,468	80,382
Pro forma net asset value	\$330,236,758	\$281,738,625
	=====	=====
Net asset value per share:		
Basic - as reported	\$85.64	\$73.07
	=====	=====
Basic - pro forma	\$85.62	\$73.05
	=====	=====
Diluted - as reported	\$85.53	\$73.04
	=====	=====
Diluted - pro forma	\$85.51	\$73.02
	=====	=====

Notes to Consolidated Financial Statements
(continued)

The diluted net asset value per share calculation assumes all vested outstanding options for which the market price exceeds the exercise price have been exercised.

In December 2004, the FASB issued a revised SFAS No. 123(R), "Share-Based Payment." It requires us to measure all employee stock-based compensation awards using a fair value method and record such expense in our consolidated financial statements. In addition it requires additional accounting and disclosure related to the cash flow effects resulting from share-based payment arrangements. It is effective at the beginning of the fiscal year that begins after June 15, 2005. We expect that the adoption effective April 1, 2006, will not have a material effect on our financial condition, results of operations and cash flows and that the effect on our net asset value will be comparable to the pro forma disclosures presented above.

4. Summary of Per Share Information

	Three Months Ended September 30		Six Months Ended September 30	
	2005	2004	2005	2004
Investment income	\$.31	\$.25	\$.59	\$.50
Operating expenses	(.12)	(.11)	(.21)	(.20)
Interest expense	(.02)	(.02)	(.05)	(.05)
Income taxes	--	--	(.01)	(.01)
Net investment income	.17	.12	.32	.24
Distributions from undistributed net investment income	--	--	(.20)	(.20)
Net realized gain (loss) on investments	.98	(.64)	1.86	(1.04)
Net increase (decrease) in unrealized appreciation of investments after deferred taxes	4.52	(.66)	5.22	(1.28)
Increase (decrease) in net asset value	5.67	(1.18)	7.20	(2.28)
Net asset value:				
Beginning of period	79.97	74.25	78.44	75.35
End of period	<u>\$85.64</u>	<u>\$73.07</u>	<u>\$85.64</u>	<u>\$73.07</u>
Increase (decrease) in deferred taxes on unrealized appreciation	\$ 2.44	\$ (.32)	\$ 2.81	\$ (.66)
Deferred taxes on unrealized appreciation:				
Beginning of period	30.73	27.45	30.36	27.79
End of period	<u>\$33.17</u>	<u>\$27.13</u>	<u>\$33.17</u>	<u>\$27.13</u>
Shares outstanding at end of period (000s omitted)	3,857	3,857	3,857	3,857

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Net asset value at September 30, 2005 was \$330,312,226 equivalent to \$85.64 per share after deducting an allowance of \$33.17 per share for deferred taxes on net unrealized appreciation of investments. Assuming reinvestment of dividends, the September 30, 2005 net asset value reflects an increase of 18.1% during the past twelve months.

	September 30, 2005	September 30, 2004
Net assets	\$330,312,226	\$281,819,007
Shares outstanding	3,857,051	3,857,051
Net assets per share	\$85.64	\$73.07

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(continued)

Results of Operations

The composite measure of our financial performance in the Consolidated Statements of Operations is captioned "Increase (decrease) in net assets from operations" and consists of three elements. The first is "Net investment income", which is the difference between our income from interest, dividends and fees and our combined operating and interest expenses, net of applicable income taxes. The second element is "Net realized gain (loss) on investments", which is the difference between the proceeds received from disposition of portfolio securities and their stated cost, net of applicable income tax expense or benefit. The third element is the "Net increase (decrease) in unrealized appreciation of investments", which is the net change in the market or fair value of our investment portfolio, compared with stated cost, net of an increase or decrease in deferred income taxes which would become payable if the unrealized appreciation were realized through the sale or other disposition of the investment portfolio. It should be noted that the "Net realized gain (loss) on investments" and "Net increase (decrease) in unrealized appreciation of investments" are directly related in that when an appreciated portfolio security is sold to realize a gain, a corresponding decrease in net unrealized appreciation occurs by transferring the gain associated with the transaction from being "unrealized" to being "realized". Conversely, when a loss is realized on a depreciated portfolio security, an increase in net unrealized appreciation occurs.

Net Investment Income

Interest income of \$243,666 in the six months ended September 30, 2005 increased from \$187,942 in the year-ago period primarily because of an increase in interest rates. During the six months ended September 30, 2005 and 2004, we recorded dividend income from the following sources:

	Six Months Ended	
	September 30	
	2005	2004
Alamo Group Inc.	\$ 338,556	\$ 338,556
Dennis Tool Company	49,999	25,000
Kimberly-Clark Corporation	69,462	61,744
Lifemark Group (formerly Skylawn Corp.)	300,000	300,000
PalletOne, Inc.	89,842	--
The RectorSeal Corporation	480,000	480,000
Sprint Nextel Corporation	13,500	22,500
TCI Holdings, Inc.	40,635	40,635
The Whitmore Manufacturing Company	120,000	120,000
Other	63,626	40,979
	-----	-----
	\$1,565,620	\$1,429,414
	=====	=====

Net Realized Gain (Loss) on Investments

During the six months ended September 30, 2005, we reported a realized gain before income taxes of \$11,176,131 which included a gain of \$6,846,510, on our sale of 1,000,000 shares of Cenveo, Inc., a gain of \$8,708,891 on our sale of Texas Shredder, Inc. and a loss of \$6,000,000 on our investment in Organized Living, Inc.

Net Increase (Decrease) in Unrealized Appreciation of Investments

Set forth in the following table are the significant increases and decreases in unrealized appreciation (before the related change in deferred income taxes and excluding the effect of gains or losses realized during the periods) by portfolio company:

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(continued)

	Three Months Ended September 30		Six Months Ended September 30	
	2005	2004	2005	2004
Alamo Group Inc	\$2,821,000	\$ 5,643,000	\$(5,642,000)	\$ 5,643,000
Cenveo, Inc.	3,081,412	1,195,055	5,570,861	(2,033,690)
Encore Wire Corporation	8,174,000	(8,173,000)	8,174,000	(19,071,000)
Heeling, Inc.	6,600,000	--	7,750,000	--
Hologic, Inc.	2,847,690	(620,163)	4,095,928	(170,861)
Media Recovery, Inc.	7,744,000	--	7,744,000	--
Palm Harbor Homes, Inc.	3,927,000	(7,855,000)	15,710,000	(7,855,000)
The RectorSeal Corporation	--	--	2,100,000	4,000,000

As reflected in the above table, at September 30, 2005, the value of our investment in Encore Wire Corporation was increased from the March 31, 2005 value by \$8,174,000 due to an expected increase in the company's earnings during the last half of calendar year 2005.

During the six months ended September 30, 2005, the value of our investment in Palm Harbor Homes, Inc. was increased from the March 31, 2005 value by \$15,710,000 due to an improvement in the company's earnings and a more favorable outlook for the remainder of the company's fiscal year ending March 31, 2006.

Portfolio Investments

During the quarter ended September 30, 2005, we invested \$9,559,000 in two new portfolio companies and made additional investments of \$620,665 in existing portfolio companies.

We have agreed, subject to certain conditions, to invest up to \$986,900 in two portfolio companies.

Financial Liquidity and Capital Resources

At September 30, 2005, we had cash and cash equivalents of approximately \$7.5 million. Pursuant to Small Business Administration (SBA) regulations, cash and cash equivalents of \$716,791 held by Capital Southwest Venture Corporation (CSVC) may not be transferred or advanced to us without the consent of the SBA. Under current SBA regulations and subject to SBA's approval of its credit application, CSVC would be entitled to borrow up to \$65.0 million. We also have an unsecured \$25.0 million revolving line of credit from a commercial bank, of which \$17.0 million was available at September 30, 2005. With the exception of a capital gain distribution made in the form of a distribution of the stock of a portfolio company in the fiscal year ended March 31, 1996, we have elected to retain all gains realized during the past 37 years. Retention of future gains is viewed as an important source of funds to sustain our investment activity. Approximately \$56.3 million of our investment portfolio is represented by unrestricted publicly-traded securities, which have an ascertainable market value and represent a source of liquidity.

Funds to be used by us for operating or investment purposes may be transferred in the form of dividends, management fees or loans from Lifemark Group (formerly Skylawn Corporation), The RectorSeal Corporation and The Whitmore Manufacturing Company, wholly-owned portfolio companies, to the extent of their available cash reserves and borrowing capacities.

Management believes that our cash and cash equivalents and cash available from other sources described above are adequate to meet our expected requirements. Consistent with our long-term strategy, the disposition of investments from time to time may also be an important source of funds for future investment activities.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

We are subject to financial market risks, including changes in marketable equity security prices. We do not use derivative financial instruments to mitigate any of these risks. The return on our investments is not materially affected by foreign currency fluctuations.

Our investment performance is a function of our portfolio companies' profitability, which may be affected by economic cycles, competitive forces and production costs including labor rates, raw material prices and certain commodity prices. All of these factors may have an adverse effect on the value of our investments and on our net asset value. Most of the companies in our investment portfolio do not hedge their exposure to raw material and commodity price fluctuations.

Our investment in portfolio securities includes fixed-rate debt securities which totaled \$8,418,397 at September 30, 2005, equivalent to 1.8% of the value of our total investments. Generally these debt securities are below investment grade and have relatively high fixed rates of interest; therefore, minor changes in market yields of publicly-traded debt securities have little or no effect on the values of debt securities in our portfolio and no effect on interest income. Our investments in debt securities are generally held to maturity and their fair values are determined on the basis of the terms of the debt security and the financial condition of the issuer.

A portion of our investment portfolio consists of debt and equity securities of private companies. We anticipate little or no effect on the values of these investments from modest changes in public market equity valuations. Should significant changes in market valuations of comparable publicly-owned companies occur, there may be a corresponding effect on valuations of private companies, which would affect the value and the amount and timing of proceeds eventually realized from these investments. A portion of our investment portfolio also consists of restricted common stocks of publicly-owned companies. The fair values of these restricted securities are influenced by the nature of applicable resale restrictions, the underlying earnings and financial condition of the issuers of such restricted securities and the market valuations of comparable publicly-owned companies. A portion of our investment portfolio also consists of unrestricted, freely marketable common stocks of publicly-owned companies. These freely marketable investments, which are valued at the public market price, are directly exposed to equity price risks, in that a change in an issuer's public market equity price would result in an identical change in the fair value of our investment in such security.

Item 4. Controls and Procedures

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of our management, including the President and Chairman of the Board and Secretary-Treasurer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934). Based on that evaluation, the President and Chairman of the Board and Secretary-Treasurer concluded that our disclosure controls and procedures are effective to ensure that the information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and is accumulated and communicated to management, including the President and Chairman of the Board and Secretary-Treasurer, as appropriate, to allow timely decisions regarding such required disclosure.

During the fiscal quarter ended September 30, 2005, there were no changes to the internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit 31.1- Certification of President and Chairman of the Board required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed herewith.

Exhibit 31.2- Certification of Secretary-Treasurer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act, filed herewith.

Exhibit 32.1- Certification of President and Chairman of the Board required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

Exhibit 32.2- Certification of Secretary-Treasurer required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code, furnished herewith.

(b) Reports on Form 8-K

No reports on Form 8-K have been filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPITAL SOUTHWEST CORPORATION

Date: November 2, 2005

By: /s/ William R. Thomas

William R. Thomas, President and Chairman
of the Board (chief executive officer)

Date: November 2, 2005

By: /s/ Susan K. Hodgson

Susan K. Hodgson, Secretary-Treasurer
(chief financial/accounting officer)

CERTIFICATIONS

I, William R. Thomas, President and Chairman of the Board of Capital Southwest Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capital Southwest Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2005

By: /s/ William R. Thomas

William R. Thomas, President and
Chairman of the Board

CERTIFICATIONS

I, Susan K. Hodgson, Secretary-Treasurer of Capital Southwest Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capital Southwest Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2005

By: /s/ Susan K. Hodgson

Susan K. Hodgson, Secretary-Treasurer

Certification of President and Chairman of the Board

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, William R. Thomas, President and Chairman of the Board of Capital Southwest Corporation, certify that, to my knowledge:

1. the Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2005 ("accompanied report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the accompanied report fairly presents, in all material respects, the consolidated financial condition and results of operations of Capital Southwest Corporation.

Date: November 2, 2005

By: /s/ William R. Thomas

William R. Thomas, President and
Chairman of the Board

Certification of Secretary-Treasurer

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Susan K. Hodgson, Secretary-Treasurer of Capital Southwest Corporation, certify that, to my knowledge:

1. the Form 10-Q, filed with the Securities and Exchange Commission on November 2, 2005 ("accompanied report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the accompanied report fairly presents, in all material respects, the consolidated financial condition and results of operations of Capital Southwest Corporation.

Date: November 2, 2005

By: /s/ Susan K. Hodgson

Susan K. Hodgson, Secretary-Treasurer