

Resource Capital Corp.
 Form 3
 February 08, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â RESOURCE AMERICA INC			(Month/Day/Year)		Resource Capital Corp. [RSO]	
(Last)	(First)	(Middle)	02/06/2006		4. Relationship of Reporting Person(s) to Issuer	
1845 WALNUT STREET, Â SUITE 1000					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
PHILADELPHIA, Â PA Â 19103					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,800,000	I	By Resource Capital Investor ⁽¹⁾
Common Stock	100,921 ⁽²⁾	I	By Resource Capital Manager ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	03/08/2006 ⁽⁴⁾	03/07/2015	Common Stock	651,666	\$ 15	I	By Resource Capital Manager ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RESOURCE AMERICA INC 1845 WALNUT STREET SUITE 1000 PHILADELPHIA, PA 19103	Â	Â X	Â	Â

Signatures

/s/ By: Resource America, Inc. Michael S. Yecies,
Secretary

02/08/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Resource Capital Investor, Inc. is a wholly-owned subsidiary of the reporting person.
- (2) 921 restricted shares that vest 1/3 per year for 3 years beginning on March 8, 2006.
- (3) Resource Capital Manager, Inc. is an indirect, wholly-owned subsidiary of the reporting person.
- (4) 651,666 options that vest 1/3 per year for 3 years beginning on March 8, 2006.

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.