

Resource Capital Corp.
Form 4/A
July 26, 2006

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 *
COOPERMAN LEON G

(Last) (First) (Middle)

88 PINE STREET, WALL ST
PLAZA 31ST FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Resource Capital Corp. [RSO]

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
06/14/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) Code V Amount (D) Price | | | |
| Common Stock | 06/12/2006 | | P | 11,500 A \$ 12.15 | 886,867 | I | By Managed Accounts ⁽¹⁾ |
| Common Stock | 06/13/2006 | | P | 19,400 A \$ 12 | 906,267 | I | By managed accounts ⁽¹⁾ |
| Common Stock | 06/12/2006 | | P | 9,800 A \$ 12.15 | 31,000 | I | As investment advisor to Omega Overseas ⁽¹⁾ |
| Common Stock | 06/13/2006 | | P | 21,600 A \$ 12 | 52,600 | I | As investment |

| | | | |
|--------------|-----------|---|---|
| Common Stock | 1,222,300 | I | advisor to Omega Overseas ⁽¹⁾ As controlling Partner of limited partnerships ⁽²⁾ |
| Common Stock | 150,000 | I | As Trustee of charitable foundation ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPERMAN LEON G 88 PINE STREET WALL ST PLAZA 31ST FLOOR NEW YORK, NY 10005 | | X | | |

Signatures

Alan M. Stark as attorney for Leon G. Cooperman, Power of Attorney
on file

07/26/2006

__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) The securities reported are held in accounts of an unregistered investment entity over which the Reporting Person has investment discretion by virtue of being the the controlling shareholder of the investment advisor of said accounts. The Reporting person has a pecuniary interest limited to his interest therein and his share of the incentive allocation attributable thereto.

(2) The securities reported are held in an account of unregistered investment entities over which the Reporting Person has investment discretion by virtue of being the general partner or controlling shareholder of said entities. The Reporting Person has a pecuniary interest limited to his interest therein and his share of the incentive allocation attributable thereto.

(3) The securities reported are owned by the Leon and Toby Cooperman Foundation, a charitable trust of which Mr. Cooperman is a Trustee. Mr Cooperman disclaims beneficial ownership of the securities.

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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