

PROSPECT ENERGY CORP
 Form 5/A
 August 17, 2005

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Barry John F

2. Issuer Name and Ticker or Trading Symbol
 PROSPECT ENERGY CORP
 [PSEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2005

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

C/O PROSPECT ENERGY CORPORATION, 10 EAST 40TH STREET, 44TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/15/2005

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10016

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/30/2005	07/30/2005	P	66,666	A	\$ 15	66,666	D	^
Common Stock	07/30/2005	07/30/2005	P	1,000	A	\$ 15.012	67,666	D	^
Common Stock	02/14/2005	02/14/2005	P	1,000	A	\$ 13.52	68,666	D	^

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Common Stock <u>(1)</u>	05/24/2005	03/31/2005	P	681.02	A	\$ 12.42	69,347.02	D	Â
Common Stock <u>(1)</u>	03/31/2005	03/31/2005	P	9.5057	A	\$ 13.15	69,356.53	D	Â
Common Stock	05/17/2005	05/17/2005	P	5,000	A	\$ 12.5	74,356.53	D	Â
Common Stock <u>(1)</u>	06/29/2005	06/29/2005	P	880.869	A	\$ 12.49	75,237.39	D	Â
Common Stock <u>(1)</u>	06/29/2005	06/29/2005	P	12.1728	A	\$ 12.44	75,249.56	D	Â

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. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Barry John F
C/O PROSPECT ENERGY CORPORATION
10 EAST 40TH STREET, 44TH FLOOR
NEW YORK, NY 10016

Â X Â Â CEO Â

Signatures

John Barry 08/17/2005

**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) Reflects the inclusion of dividends accrued pursuant to the issuer's dividend reinvestment plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.