

Resource Capital Corp.
Form 3
February 15, 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 *

Â COOPERMAN LEON G

(Last) (First) (Middle)

88 PINE STREET,Â WALL ST
PLAZA 31ST FLOOR

(Street)

NEW YORK,Â NYÂ 10005

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/07/2006

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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 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

853,867

I (1)

As Investment Adviser to
Managed Accounts

Common Stock

1,212,800

I (1)

As controlling party to
Investment Limited Partnerships

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)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants exercisable for Common Stock	01/13/2007	01/13/2009	Common Stock	85,387	\$ 15	I <u>(1)</u>	As investment adviser to Managed Accounts
Warrants exercisable for Common Stock	01/13/2007	01/13/2009	Common Stock	121,280	\$ 15	I <u>(1)</u>	As controlling partner of investment Limited Partnerships

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	Â	Â X	Â	Â

Signatures

Alan M. Stark as Attorney-In-Fact for Leon G. Cooperman, Power of Attorney on file.

02/15/2006

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).

Mr. Cooperman controls the Shares and Warrants herein as investment adviser to Omega Overseas, Ltd and Managed Accounts.

(1) Accordingly, he is deemed to indirectly beneficially own the Shares and Warrants. Mr. Cooperman disclaims beneficial ownership of all of the Shares and Warrants except to the limited extent that he may have some pecuniary interest therein.

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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