

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2008-08-29** | Period of Report: **2008-08-15**
SEC Accession No. **0001181431-08-050801**

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REPORTING OWNER

Rhodes Nicholas S

CIK: **1443671**

Type: **3** | Act: **34** | File No.: **001-33677** | Film No.: **081049582**

Mailing Address

17022 K ROAD
SMITH CENTER KS
66967-4406

Business Address

(800) 747-4237 X 563

ISSUER

BROOKE CAPITAL CORP

CIK: **1082084** | IRS No.: **481187574** | State of Incorp.: **KS** | Fiscal Year End: **0630**
SIC: **6311** Life insurance

Mailing Address

8500 COLLEGE BOULEVARD
OVERLAND PARK KS 66210

Business Address

8500 COLLEGE BOULEVARD
OVERLAND PARK KS 66210
9136610123

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

1. Name and Address of Reporting Person <u>Rhodes Nicholas S</u> (Last) (First) (Middle) <u>17022 K ROAD</u> (Street) <u>SMITH CENTER, KS 66967-4406</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/15/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>BROOKE CAPITAL CORP [BCP]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Executive Vice President</u>		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) <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)
Brooke Capital Corporation common stock par value .01	820	D	
Brooke Capital Corporation common stock par value .01	29,625 ⁽¹⁾	D	

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 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			

Explanation of Responses:

- 1. Shares granted under a Restricted Share Agreement pursuant to the Company's 2007 Equity Incentive Plan. Subject to the terms and conditions of the Restricted Share Agreement, shares vest in equal installments over three years starting on the first anniversary of the grant, June 30, 2009.

Signatures

/s/ Nicholas S. Rhodes

** Signature of Reporting Person

08/29/2008

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.