

Denos Kenneth I
Form 4/A
May 04, 2009

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 *
Denos Kenneth I

2. Issuer Name and Ticker or Trading Symbol
EQUUS TOTAL RETURN, INC.
[EQS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

10757 SOUTH RIVER FRONT PARKWAY, SUITE 125

(Street)

SOUTH JORDAN, UT 84095

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2009

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

4. If Amendment, Date Original Filed(Month/Day/Year)
04/24/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Equus Total Return, Inc. | 04/24/2009 | 04/24/2009 | S | | 6,999 | D | \$ 3.69 | 904,181 | I | See Footnote ⁽¹⁾ |
| Equus total Return, Inc. | 04/24/2009 | 04/24/2009 | S | | 6,998 | D | \$ 3.69 | 897,183 | I | See Footnote 1 |
| Equus Total Return, | 04/24/2009 | 04/24/2009 | S | | 4,023 | D | \$ 3.69 | 893,160 | I | See Footnote 1 |

| | | | | | | | | | |
|---------|------------|------------|---|-------|---|------|---------|---|------------|
| Inc. | | | | | | | | | |
| Equus | | | | | | | | | |
| Total | 04/24/2009 | 04/24/2009 | S | 4,022 | D | \$ | 889,138 | I | See |
| Return, | | | | | | 3.69 | | | Footnote 1 |
| Inc. | | | | | | | | | |

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

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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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Denos Kenneth I 10757 SOUTH RIVER FRONT PARKWAY SUITE 125 SOUTH JORDAN, UT 84095 | X | X | Chief Executive Officer | |

Signatures

Kenneth I. Denos 05/04/2009

**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).

This Form 4 is filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended ("Echange Act"), to report the sale of (1) 22,042 shares by MCC Europe Limited ("MCCE"), a wholly-owned subsidiary of Moore, Clayton & Co., Inc. ("MCC"). MCCE's sale of shares may be attributable to Mr. Denos because Mr. Denos is a principal shareholder of MCC Global NV, the parent company of MCC.

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.