

Small Cap Premium & Dividend Income Fund, Inc.
 Form 3
 July 26, 2005

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)

| | | | |
|--|---|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Å Kohlhagen Steven W</p> <p>(Last) (First) (Middle)</p> <p>800 SCUDDERS MILL ROAD, Å</p> <p>(Street)</p> <p>PLAINSBORO, Å NJ Å 08536</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/26/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Small Cap Premium & Dividend Income Fund, Inc. [RCC]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(I)
(Instr. 5)**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kohlhagen Steven W 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | X | | | |
| Rainer William J 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | X | | | |
| DONAHUE ANDREW C/O MERRILL LYNCH ASSET MANAGEMENT 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | X | | | |
| Cox Mitchell M 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | | | President | |
| DOLL ROBERT C JR 800 SCUDDERS MILL ROADS PLAINSBORO, NJ 08536 | | | President | |
| Hiller Jeffrey 800 SCUDDERS MILL RD PLAINSBORO, NJ 08536 | | | CCO | |
| WORMAN GLENN C 800 SCUDDERS MILL ROAD PLANSBORO, NJ 08536 | | | CFO | |
| FULLERTON BRIAN 800 SCUDDERS MILL ROADS PLAINSBORO, NJ 08536 | | | Managing Director | |
| MILLER JERRY C/O MERRILL LYNCH ASSET MANAGEMENT 800 SCUDDERS MILL ROAD PLAINSBORO, NJ 08536 | | | SVP | |
| FOSINA JOHN J MERRILL LYNCH CORPORATE SECRETARY 225 BROADWAY, 17TH FLOOR NEW YORK, NY 10038 | | | CAO | |

SignaturesCatherine Johnston, Power of
Attorney

07/26/2005

__Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* 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).

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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