

BankUnited, Inc.
Form 3
January 27, 2011

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Carlyle Financial Services BU, L.P.			(Month/Day/Year)	BankUnited, Inc. [BKU]	
(Last)	(First)	(Middle)	01/27/2011		
C/O THE CARLYLE GROUP, Â 1001 PENNSYLVANIA AVE, NW, STE 220 S			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
WASHINGTON, Â DC Â 20004			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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	8,630,675	I	See footnotes <u>(1)</u> <u>(5)</u> <u>(11)</u>
Common Stock	346,625	I	See footnotes <u>(2)</u> <u>(5)</u> <u>(11)</u>
Common Stock	19,096	I	See footnotes <u>(3)</u> <u>(5)</u> <u>(11)</u>
Common Stock	173,644	I	See footnotes <u>(4)</u> <u>(5)</u> <u>(11)</u>
Common Stock	9,170,040	I	See footnotes <u>(6)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	2,038,260	I	See footnotes <u>(7)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	70,849	I	See footnotes <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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)

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			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Financial Services BU, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
TCG Financial Services, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Financial Services, Ltd. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
Carlyle Strategic Partners II LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
CSP II COINVESTMENT, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
CSP II General Partner, LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004	^	^ X	^	^
TC Group CSP II, LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S	^	^ X	^	^

WASHINGTON, DC 20004

TC Group Cayman Investment Holdings, L.P.
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE, NW, STE 220 S
 WASHINGTON, DC 20004

^ ^ X ^ ^

TCG HOLDINGS CAYMAN II, L.P.
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE, NW, STE 220 S
 WASHINGTON, DC 20004

^ ^ X ^ ^

DBD Cayman, Ltd.
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE, NW, STE 220 S
 WASHINGTON, DC 20004

^ ^ X ^ ^

Signatures

Carlyle Financial Services BU, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
TCG Financial Services, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
Carlyle Financial Services, Ltd. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
Carlyle Strategic Partners II, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
CSP II Co-Investment, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
CSP II General Partner, LP By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
TC Group CSP II, LLC By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
TC Group Cayman Investment Holdings, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
TCG Holdings Cayman II, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**Signature of Reporting Person	Date
DBD Cayman, Ltd. By: /s/ Daniel A. D'Aniello Title: Authorized signatory	01/27/2011
**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).
- (1) These securities are held by Carlyle Partners V, L.P. ("CP V").
- (2) These securities are held by CP V Coinvestment A, L.P. ("Coinvestment A").

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(3) These securities are held by CP V Coinvestment B, L.P. ("Coinvestment B").

(4) These securities are held by Carlyle Partners V-A, L.P. ("CP V-A").

The sole general partner of CP V, Coinvestment A, Coinvestment B and CP V-A is TC Group V, L.P. The sole general partner of TC Group V L.P. is TC Group V Managing GP, L.L.C. The sole managing member of TC Group V Managing GP, L.L.C. is TC Group, L.L.C. The managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. TCG Holdings, L.L.C. is managed by a three person

(5) managing board, consisting of William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, and all board action relating to the voting or disposition of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A.

(6) These securities are held by Carlyle Financial Services BU, L.P. ("Carlyle BU").

(7) These securities are held by Carlyle Strategic Partners II, L.P. ("Strategic").

(8) These securities are held by CSP II Co-Investment, L.P. ("Co-Investment").

TCG Financial Services, L.P. is the general partner of Carlyle BU. Carlyle Financial Services, Ltd. is the general partner of TCG Financial Services, L.P. CSP II General Partner, LP is the general partner of Strategic and Co-Investment. TC Group CSP II, LLC is the general partner of CSP II General Partner, LP. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of Carlyle Financial Services, Ltd. and the managing member of TC Group CSP II, LLC. TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. DBD Cayman Holdings, Ltd. ("DBD Cayman Holdings") is the sole shareholder of DBD Cayman, Ltd.

(9) DBD Cayman Holdings is controlled by its ordinary members, William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein and all action relating to the investment and disposition of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment requires their approval. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment.

(10) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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.