

STERNLICHT BARRY S

Form 4

January 03, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STERNLICHT BARRY S

(Last) (First) (Middle)

C/O STARWOOD PROPERTY  
TRUST, INC., 591 WEST PUTNAM  
AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

STARWOOD PROPERTY TRUST,  
INC. [STWD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO, Chairman of Board of Dir

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 (Instr. 8)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2012		M	162,500 (1)	A 1,863,525	I	By controlled entities (2)
Common Stock	12/31/2012		J	99,902 (3)	D \$ 0 1,763,623	I	By controlled entities (2)
Common Stock					230,437	D	

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

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SEC 1474  
(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(4)	12/31/2012		M	162,500 (1)	(1) (1)	Common Stock 162,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERNLICHT BARRY S C/O STARWOOD PROPERTY TRUST, INC. 591 WEST PUTNAM AVENUE GREENWICH, CT 06830	X		CEO, Chairman of Board of Dir	

## Signatures

/s/ Barry S.  
Sternlicht

01/03/2013

\_\_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).

- SPT Management, LLC (the "Manager") acquired 162,500 shares of the issuer's common stock in connection with the vesting of (i) 89,583 out of 1,075,000 restricted stock units originally granted to the Manager on December 15, 2010 as an award under the Starwood Property Trust, Inc. Manager Equity Plan and (ii) 72,917 out of 875,000 restricted stock units originally granted to the Manager on October 10, 2012 as an award under the Starwood Property Trust, Inc. Manager Equity Plan. The remaining restricted stock units will vest ratably in quarterly installments through December 31, 2013 and September 30, 2015, respectively, in each case subject to the Manager's continued service as the manager of the issuer. As such restricted stock units vest, the award will be settled in shares of common stock of the issuer promptly, but in no event later than 30 days, following the applicable quarterly vesting date.
- (2) Represents shares held by the Manager, Starwood Capital Group Global, L.P. ("SCGG") and SFIP, L.P. ("SFIP"). SCGG is the sole member of the Manager. Mr. Sternlicht is the controlling partner of each of SCGG and SFIP.
- (3)

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On December 31, 2012, the Manager distributed 99,902 shares of the issuer's common stock to certain employees and other individuals having an affiliation with the Manager.

- (4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

Represents the 1,075,000 restricted stock units granted to the Manager on December 15, 2010 and the 875,000 restricted stock units

- (5) granted to the Manager on October 1, 2012, less those restricted stock units that have already vested and been converted into shares of common stock.

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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