

STARWOOD PROPERTY TRUST, INC.

Form 4

July 02, 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

2. Issuer Name **and** Ticker or Trading
Symbol
STARWOOD PROPERTY TRUST,
INC. [STWD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O STARWOOD PROPERTY
TRUST, INC., 591 WEST PUTNAM
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2013

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

(Street)
GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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	06/30/2013		M	162,501 (1)	A 1,128,648	I	By controlled entities (2)
Common Stock					1,623,543	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)

number.

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	(3)	06/30/2013		M		162,501	(1)	(1)	(1)	Common Stock	162,501

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

07/02/2013

**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 162,501 shares of the issuer's common stock in connection with the vesting of (i) 89,584 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.
 - Represents shares held by the Manager and SFIP, L.P. ("SFIP"). Starwood Capital Group Global, L.P. ("SCGG") is the sole member of the Manager. Mr. Sternlicht is the controlling partner of each of SCGG and SFIP.
 - 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
- 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.

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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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