

Sossen Andrew Jay
Form 4
January 04, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sossen Andrew Jay

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)
12/31/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
General Counsel

(Street)
GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	12/31/2010		C	(A) or (D) Amount 10,000 (1)	Price 13,250	D	
Common Stock	01/03/2011		S	3,414	\$ 21.72	9,836	D

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

**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.**

SEC 1474
(9-02)

Edgar Filing: Sossen Andrew Jay - Form 4

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. 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	(2)	12/31/2010		C		10,000	(1)	(1)	(1)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sossen Andrew Jay C/O STARWOOD PROPERTY TRUST, INC. 591 WEST PUTNAM AVENUE GREENWICH, CT 06830			General Counsel	

Signatures

Andrew J.
Sossen

01/04/2011

**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).

(1) Mr. Sossen acquired 10,000 shares of the issuer's common stock (the "Stock") in connection with the vesting of 10,000 out of 30,000 restricted stock units ("RSUs") in which Mr. Sossen was originally granted an interest on January 14, 2010.

(2) Each RSU represents a contingent right to receive one share of Stock.

SPT Management, LLC ("Manager"), of which Starwood Capital Group Global, L.P. ("SCGG") is the sole member, currently holds RSUs (the "Manager RSUs"), which vest ratably in quarterly installments over a three-year period beginning on October 1, 2009, subject to the Manager's continued service as the manager of the issuer. SCGG has granted Mr. Sossen an interest in 30,000 of the Manager RSUs (the "Sossen RSUs"), consisting of the right to receive from the Manager (i) the dividend equivalents paid by the issuer with respect to RSUs, and (ii) the stock underlying the Sossen RSUs, in each case when the Sossen RSUs vest as to Mr. Sossen, which vesting is subject to (1) the prior or concurrent vesting of the related Manager RSUs to the Manager (and the corresponding issuance and delivery by the issuer to the Manager of the underlying stock), and (2) Mr. Sossen's employment with SCGG as of the applicable vesting date.

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.