

Sossen Andrew Jay
Form 4
April 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
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(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)

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

03/31/2011

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

General Counsel

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

(Street)

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

GREENWICH, CT 06830

(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 (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 Ownership (Instr. 4)
Common Stock	03/31/2011		C	(A) or (D) Amount 2,500 (1)	Price 23,418	D	
Common Stock	04/01/2011		S	843	\$ 21.89	22,575	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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	03/31/2011		C	2,500 (1)	(1) (1)	Common Stock	2,500

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

/s/ Andrew J. Sossen 04/04/2011

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 2,500 shares of the issuer's common stock (the "Stock") in connection with the vesting of 2,500 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.
- (3) 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.

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