

STERNLICHT BARRY S

Form 4

September 28, 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

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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)

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

09/27/2011

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

CEO, Chairman of Board of Dir.

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/27/2011		M	176,041 (1)	A 1 714,416	I	By SPT Management, LLC (2)
Common Stock	09/27/2011		J	36,026 (3)	D \$ 0 678,390	I	By SPT Management, LLC (2)
Common Stock					971,750	I	By Starwood Capital Group Global, L.P. (4)

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

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(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	(5)	09/27/2011		M	176,041 (1)	(1)	(1)	Common Stock	176,041

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

09/28/2011

__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) SPT Management, LLC acquired 176,041 shares of the issuer's common stock in connection with the vesting of (i) 86,458 out of 1,037,500 restricted stock units originally granted to SPT Management, LLC on August 17, 2009 as an award under the Starwood Property Trust, Inc. Manager Equity Plan and (ii) 89,583 out of 1,075,000 restricted stock units originally granted to SPT Management, LLC on December 15, 2010 as an award under the Starwood Property Trust, Inc. Manager Equity Plan. The remaining restricted stock units will vest ratably in quarterly installments through September 30, 2012 and December 31, 2013, respectively, in each case subject to SPT Management, LLC'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) Shares are held by SPT Management, LLC. Starwood Capital Group Global, L.P. is the sole member of SPT Management, LLC. Mr. Sternlicht is the controlling partner of Starwood Capital Group Global, L.P.

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- (3) On September 27, 2011, SPT Management, LLC distributed 36,026 shares of the issuer's common stock to certain employees and other individuals having an affiliation with SPT Management, LLC.
- (4) Shares are held by Starwood Capital Group Global, L.P. Mr. Sternlicht is the controlling partner of Starwood Capital Group Global, L.P.
- (5) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
Represents the 1,037,500 restricted stock units granted to SPT Management, LLC on August 17, 2009 and the 1,075,000 restricted stock
- (6) units granted to SPT Management, LLC on December 15, 2010, 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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