

Dishner Jeffrey G.
Form 4
April 03, 2012

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 *
Dishner Jeffrey G.

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)

06/30/2011

☒ Director☐ 10% Owner

☐ Officer (give title
below)

☐ Other (specify
below)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/30/2011		S		814	D	\$ 20.55	44,186 <u>(1)</u> <u>(2)</u>	D
Common Stock	09/27/2011		S		868	D	\$ 17.45	45,818 <u>(1)</u> <u>(2)</u>	D
Common Stock	12/31/2011		S		5,682	D	\$ 18.86	42,636 <u>(1)</u> <u>(2)</u>	D
Common Stock	04/02/2012		S		828	D	\$ 20.99	44,308 <u>(1)</u> <u>(2)</u>	D
								7,500	I

Common
StockBy SPT
Management,
LLC ⁽¹⁾

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)**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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Dishner Jeffrey G.
C/O STARWOOD PROPERTY TRUST, INC.
591 WEST PUTNAM AVENUE
GREENWICH, CT 06830

X

Signatures

/s/ Jeffrey G.
Dishner

04/03/2011

**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 ("Manager"), of which Starwood Capital Group Global, L.P. ("SCGG") is the sole member, currently holds restricted stock units (the "Manager RSUs"), which vest ratably in quarterly installments over a three-year period beginning on October 1,

Edgar Filing: Dishner Jeffrey G. - Form 4

2009, subject to the Manager's continued service as the manager of the issuer. On December 31, 2010, SCGG granted Mr. Dishner an interest in 30,000 of the Manager RSUs (the "Dishner RSUs"), 10,000 of which vested immediately and were settled in an equivalent number of shares of the issuer's common stock. The remaining 20,000 Dishner RSUs consist of the right to receive from the Manager (i) the dividend equivalents paid by the issuer with respect to restricted stock units, and (ii) the shares of the issuer's common stock underlying the Dishner RSUs, in each case when the Dishner RSUs vest as to Mr. Dishner, which vesting is subject to Mr. Dishner's employment with SCGG as of the applicable vesting date.

This amount represents the amount of securities of the issuer beneficially owned immediately following such transaction, and includes

- (2) shares of the issuer's common stock received by Mr. Dishner underlying the Dishner RSUs upon conversion of the Dishner RSUs as described above.

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.