

Sossen Andrew Jay  
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  
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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)  
03/30/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
COO and 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)  
\_X\_ 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 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 <sup>(1)</sup>	03/30/2012		A		12,500	A \$ 0 <sup>(1)</sup>	40,108 <sup>(2)</sup> D
Common Stock	03/30/2012		C		2,500 <sup>(3)</sup>	A <sup>(3)</sup>	42,608 D
Common Stock	04/02/2012		S		828	D \$ 20.99	41,780 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**

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	(4)	03/30/2012		C	2,500 (3)	(3) (3)	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

COO and General Counsel

## Signatures

/s/ Andrew J. Sossen 04/03/2012

\*\*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) Starwood Property Trust, Inc. (the "Company") granted restricted shares of the Company's common stock (the "Restricted Shares") to Mr. Sossen pursuant to the Starwood Property Trust, Inc. Equity Plan. The Restricted Shares will vest as to Mr. Sossen in quarterly installments over a three-year period beginning on March 31, 2012, subject to certain conditions.
- (2) The amount of securities beneficially owned by Mr. Sossen was inadvertently overstated by 1,847 shares in previous Forms 4. The amounts show here have corrected this error.
- (3) Mr. Sossen acquired 2,500 shares of the Company'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.

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- (4) Each RSU represents a contingent right to receive one share of Stock.
- (5) 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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