

STARWOOD PROPERTY TRUST, INC.

Form 4

March 28, 2014

**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  
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2005  
Estimated average  
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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)

12/30/2011

☒ 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 <sup>(1)</sup>	12/30/2011		J		45,000 A <u>(1)</u>	103,318	D
Common Stock	10/01/2012		S		810 D \$ 23.27	95,998	D
Common Stock	01/02/2013		S		5,676 D \$ 22.96	90,322	D
Common Stock <sup>(2)</sup>	03/01/2013		J		60,000 A <u>(2)</u>	150,322	D
	12/31/2013		S		5,152 D \$ 27.7	145,170	D

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Common  
Stock

Common  
Stock      03/03/2014      S      632      D      \$  
24.02      144,538      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)

**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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      03/28/2014

\_\_\_\_\_  
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).

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- SPT Management LLC, the issuer's external manager (the "Manager"), granted 45,000 restricted stock units to Mr. Dishner. Each
- (1) restricted stock unit represents a contingent right to receive one share of the issuer's common stock. This award vests ratably in annual installments over a three-year period, subject to certain conditions.
  - (2) The Manager granted 60,000 restricted stock units to Mr. Dishner. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. This award vests ratably in annual installments over a three-year period, subject to certain conditions.

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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