STERNLICHT BARRY S
Form 4
October 01, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STERNLICHT BARRY S

(Last) (First) (Middle)

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

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STARWOOD PROPERTY TRUST, INC. [STWD]

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO, Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/28/2018		M		147,916	A	(1) (2)	1,687,118	I	By controlled entities (3)
Common Stock								5,095,869	D	

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

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number.

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	(4)	09/28/2018		M			147,916 (1) (2)	(1)(2)	(1)(2)	Common Stock	147,916

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	

Signatures

/s/ Barry S. Sternlicht	10/01/2018
**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) On September 28, 2018, SPT Management, LLC, the issuer's external manager (the "Manager"), acquired 147,916 shares of the issuer's common stock in connection with the vesting of (i) 83,333 restricted stock units of the restricted stock units originally granted to the Manager on March 15, 2017 as an award under the Starwood Property Trust, Inc. Manager Equity Plan (the "2017 RSUs") and (ii) 64,583 restricted stock units of the restricted stock units originally granted to the Manager on April 4, 2018 as an award under the Starwood Property Trust, Inc. 2017 Manager Equity Plan (the "2018 RSUs").

(2) The remaining 2017 RSUs will vest ratably in quarterly installments through March 31, 2020 and the remaining 2018 RSUs will vest ratably in quarterly installments through March 31, 2021, in each case subject to the Manager's continued service as the issuer's external manager. As such restricted stock units vest, the awards will be settled in shares of the issuer's common stock promptly, but in no event later than 30 days, following the applicable quarterly vesting dates.

(3) Represents shares held by the Manager and SFIP, L.P. ("SFIP"). Starwood Capital Group Global, L.P. ("SCGG") is the sole member of the Manager. Mr. Sternlicht is the controlling partner of each of SFIP and SCGG.

(4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(5) Represents the 1,000,000 2017 RSUs granted to the Manager and the 775,000 2018 RSUs granted to the Manager, less those restricted stock units that have already vested and been converted into shares of the issuer's 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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