

STERNLICHT BARRY S  
Form 4  
September 28, 2011

**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

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. 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) |  |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|---|--|
|                                 |                                      |  |                    | (A) or (D)  | Price   |  |   |  |
|                                 |                                      |  |                    | Code  | V   | Amount   |   |  |
| Common Stock                    | 09/27/2011                           |  | M                  | 176,041<br>(1)  | A   | 714,416  | I   | By SPT Management, LLC (2)                 |
| Common Stock                    | 09/27/2011                           |  | J                  | 36,026<br>(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<br>(1)  | (1)  | (1)   | Common Stock | 176,041                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| STERNLICHT BARRY S<br>C/O STARWOOD PROPERTY TRUST, INC.<br>591 WEST PUTNAM AVENUE<br>GREENWICH, CT 06830 | X             |           | CEO,<br>Chairman of<br>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. 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.