

Colony Capital, Inc.
Form 4
January 03, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRACK THOMAS JR

(Last) (First) (Middle)

**C/O COLONY CAPITAL, INC., 515
SOUTH FLOWER STREET, 44TH
FLOOR**

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Colony Capital, Inc. [CLNY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
Class B Common Stock	12/30/2016		J ⁽¹⁾	1,972 D	\$ 0 ⁽¹⁾ 525,159	I	By Family Trust
Class A Common Stock	12/30/2016		J ⁽¹⁾	1,972 A	\$ 0 ⁽¹⁾ 784,806	I	By Family Trust
Class A Common Stock	01/02/2017		A ⁽²⁾	179,487 A	\$ 0 964,293	I	By Family Trust
Class A Common Stock	01/02/2017		F ⁽³⁾	52,253 D	\$ 912,040	I	By

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Common Stock 20.25 Family Trust

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

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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 or Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OP Units	(5)	12/30/2016		G(1)	V 70,000	(5)	(5)	Class A Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRACK THOMAS JR C/O COLONY CAPITAL, INC. 515 SOUTH FLOWER STREET, 44TH FLOOR LOS ANGELES, CA 90071	X	X	Executive Chairman	

Signatures

/s/ David A. Palame, as Attorney-in-fact 01/03/2017
 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).
- In connection with a charitable donation of 70,000 OP Units owned indirectly by Mr. Mark M. Hedstrom, in accordance with the terms of
- (1) the Class B common stock owned by Mr. Barrack, 1,972 shares of Class B common stock were required to be converted to Class A common stock.
 - (2) The acquisition represents the receipt of Class A common stock granted by the Issuer for services provided by Mr. Barrack to the Issuer.

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- (3) The shares were withheld by the Issuer in satisfaction of withholding taxes incurred in connection with the vesting of certain shares of Class A common stock acquired through prior grants.
- (4) The OP Units are held by limited liability companies controlled by the reporting person. The reporting person disclaims beneficial ownership of the securities disposed of except to the extent of his pecuniary interest therein.
- (5) The OP Units are redeemable for shares of Class A Common Stock or cash at the discretion of the Issuer. The OP Units do not have expiration dates.

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.