BankUnited, Inc. Form 4 March 15, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

0.5

SECURITIES

Estimated average burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Carlyle Group Management L.L.C.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Zip)

BankUnited, Inc. [BKU]

(Check all applicable)

(First)

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

Director 10% Owner Other (specify Officer (give title

C/O THE CARLYLE GROUP, 1001

03/13/2013

below)

PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

WASHINGTON, DC 20004

(City)	(State)	(Zip) Ta	ble I - Non	n-Derivative Securities Acquire	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) or	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transacti	orDisposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownersh
					Following	or Indirect	(Instr. 4)

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) **Following** or Indirect Reported (I) Transaction(s) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

(Instr. 3 and 4)

I

Common Stock

03/13/2013

S 4,810,000 8,911,131

Price

See footnotes (1)(2)(3)(4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Underl Securit (Instr.		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				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		
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
TC Group Cayman Investment Holdings, L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X				
TC Group Cayman Investment Holdings Sub L.P. C/O WALKER CORPORATE SERVICES LIMITED 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN KY1-9001		X				

Reporting Owners 2

Signatures

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ R. Rainey Hoffman, attorney-in-fact	
for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: Carlyle Group Management L.L.C., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C. By: The Carlyle Group L.P., its managing member By: Carlyle Group Management L.L.C., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P. By: /s/ R. Rainey Hoffman, attorney-in-fact for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: Carlyle Holdings II L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner By: /s/ R. Rainey Hoffman, attorney-in-fact for Daniel D?Aniello, Chairman	03/15/2013
**Signature of Reporting Person	Date

Explanation of Responses:

CADINE COOLD MANACEMENT L.C.D.

- * 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).
- Consists of 3,996,023 shares of common stock held by Carlyle Financial Services BU, L.P., 888,211 shares of common stock held by Carlyle Strategic Partners II, L.P., 30,874 shares of common stock held by CSP II Coinvestment, L.P., 3,760,985 shares of common stock held by Carlyle Partners V, L.P., 151,048 shares of common stock held by CP V Coinvestment A, L.P., 8,321 shares of common stock held by CP V Coinvestment B, L.P. and 75,669 shares of common stock held of record by Carlyle Partners V-A, L.P.
 - Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group
- (2) Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P., which is the general partner of TC Group V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P. and Carlyle Partners V-A, L.P.
 - TC Group Cayman Investment Holdings Sub L.P. is also the sole shareholder of Carlyle Financial Services, Ltd., which is the general partner of TCG Financial Services, L.P., which is the general partner of Carlyle Financial Services BU, L.P. Accordingly, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment
- (3) Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group V, L.L.C., TC Group V, L.P., Carlyle Financial Services, Ltd. and TCG Financial Services, L.P. may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P. and Carlyle Financial Services BU.
 - The Carlyle Group L.P. is also the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group CSP II L.L.C., which is the general partner of TC Group CSP II
- the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Accordingly, Carlyle Group Management L.L.C. and each of the entities mentioned in this footnote may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

Signatures 3

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Remarks:

Due to the limitations of the electronic filing system, each of (i) TC Group V, L.L.C., TC Group V, L.P., Carlyle Partners V, L.P. CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P., Carlyle Financial Services, Ltd., TCG F, L.P. and Carlyle Financial Services BU, L.P., and (ii) Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., TC Group, L.L.C., TC Group Sub L.P., TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strate II, L.P. and CSP II Coinvestment, L.P. are filing a separate Form 4.

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.