

BankUnited, Inc.
Form 4
May 14, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAULS DOUGLAS J

(Last) (First) (Middle)

**C/O BANKUNITED, INC., 14817
OAK LANE**

(Street)

MIAMI LAKES, FL 33016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BankUnited, Inc. [BKU]

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

05/13/2015

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)

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) |
|---|---|---|---|--|--|--|---|
| Common Stock, par value \$0.01 per share | 05/13/2015 | | A | 1,000 (1) | A \$ 0 32,880 | D | |
| Common Stock, par value \$0.01 per share | | | | | 31,000 | I | As co-trustee (2) |

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

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SEC 1474
(9-02)

displays a currently valid OMB control 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) | 8. Pr Deri Secu (Inst | | | |
|---|---|---|---|---|---|--|---|--------------------------------|--------------------|--|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (right to buy) | \$ 27 | | | | | (3) | | 02/02/2021 | | Common Stock, par value \$0.01 per share | 181,399 |
| Common Stock Option (right to buy) | \$ 22.31 | | | | | (3) | | 12/16/2021 | | Common Stock, par value \$0.01 per share | 33,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| PAULS DOUGLAS J C/O BANKUNITED, INC. 14817 OAK LANE MIAMI LAKES, FL 33016 | X |

Signatures

/s/ Susan Greenfield,
Attorney-in-Fact

05/14/2015

__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) Reflects 1,000 restricted shares issued pursuant to the terms of the BankUnited, Inc. 2010 Omnibus Equity Incentive Plan. The restricted shares have a grant date of May 13, 2015, and will vest in substantially equal installments on each of the first three anniversaries of the

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grant date.

Shares held by the Pauls Family Foundation, for which Mr. Pauls serves as a co-trustee. The reporting person disclaims beneficial

- (2) ownership of these securities except to the extent of his pecuniary interest therein and the inclusion of these share in this report shall not be deemed an admission of beneficial ownership of these shares for Section 16 or for any other purpose.

- (3) Currently exercisable.

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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