

CAPITAL TRUST INC

Form 4

August 03, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELL SAMUEL

(Last) (First) (Middle)

TWO NORTH RIVERSIDE PLAZA

(Street)

CHICAGO,, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAPITAL TRUST INC [CT]

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

08/02/2007

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)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007		P	2,300 A \$ 32.4	33,500	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007		P	1,500 A \$ 32.41	35,000	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007		P	100 A \$ 32.42	35,100	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007		P	1,800 A \$ 32.45	36,900	I	See footnote (3)

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Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	100	A	\$ 32.47	37,000	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	100	A	\$ 32.48	37,100	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	5,900	A	\$ 32.5	43,000	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	1,500	A	\$ 32.51	44,500	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	1,800	A	\$ 32.52	46,300	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	1,100	A	\$ 32.53	47,400	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	400	A	\$ 32.54	47,400	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	1,200	A	\$ 32.55	49,000	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	100	A	\$ 32.57	49,100	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	2,500	A	\$ 32.58	51,600	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	300	A	\$ 32.59	51,900	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	5,400	A	\$ 32.6	57,300	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	300	A	\$ 32.62	57,600	I	See footnote (3)
Class A Common Stock <u>(1)</u> <u>(2)</u>	08/02/2007	P	700	A	\$ 32.63	58,300	I	See footnote (3)
Class A Common	08/02/2007	P	1,800	A	\$ 32.65	60,100	I	See footnote

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Stock ⁽¹⁾ ⁽²⁾								⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	300	A	\$ 32.67	60,400	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	300	A	\$ 32.68	60,700	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	3,700	A	\$ 32.7	64,400	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	1,500	A	\$ 32.72	65,900	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	100	A	\$ 32.73	66,000	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	600	A	\$ 32.74	66,600	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	2,600	A	\$ 32.75	69,200	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	100	A	\$ 32.76	69,300	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	200	A	\$ 32.78	69,500	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	1,700	A	\$ 32.8	71,200	I	See footnote ⁽³⁾
Class A Common Stock ⁽¹⁾ ⁽²⁾	08/02/2007	P	1,300	A	\$ 32.83	72,500	I	See footnote ⁽³⁾

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)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA CHICAGO,, IL 60606	X

Signatures

/s/ Geoffrey G. Jervis, on behalf of
Samuel Zell

08/03/2007

 **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) The Helen Zell Revocable Trust ("HZRT") beneficially owns 10,000 shares of Class A Common Stock. Samuel Zell's spouse, Helen Zell, is the trustee of the HZRT. Samuel Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of his pecuniary interest therein.
- (2) The reporting person directly beneficially owns 20,873 Class A Common Stock Units which convert to shares of Class A Common Stock on a one-for-one basis.
- Shares reported herein are beneficially owned by the Zell Family Foundation (the "Foundation"). Mr. Zell is a director of the Foundation
- (3) but does not have voting or dispositive power over, or a pecuniary interest in, such shares, and thus disclaims beneficial ownership thereof.

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