

CAPITAL TRUST INC
Form 4
August 03, 2007

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 *
ZELL SAMUEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

TWO NORTH RIVERSIDE PLAZA

08/02/2007

(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

CHICAGO,, IL 60606

(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. 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | | P | | 2,300 A \$ 32.4 | 33,500 | I See footnote <u>(3)</u> |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | | P | | 1,500 A \$ 32.41 | 35,000 | I See footnote <u>(3)</u> |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | | P | | 100 A \$ 32.42 | 35,100 | I See footnote <u>(3)</u> |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | | P | | 1,800 A \$ 32.45 | 36,900 | I See footnote <u>(3)</u> |

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

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

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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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.
- (3) Shares reported herein are beneficially owned by the Zell Family Foundation (the "Foundation"). Mr. Zell is a director of the Foundation but does not have voting or dispositive power over, or a pecuniary interest in, such shares, and thus disclaims beneficial ownership thereof.

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.