

BAKER JOHN E  
 Form 4  
 December 18, 2002

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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\*

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  
 10% Owner  
 Officer (specify title below)  
Senior Vice President and Chief Financial Officer

**Baker John E.**  
 (Last) (First) (Middle)

**Stratus Properties Inc. (STRS)**  
 3. I.R.S. Identification Number

4. Statement for Reporting Person, if an entity (Voluntary)

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

**98 San Jacinto Boulevard, Suite 220**

**12/17/02**  
 5. If Amendment, Date of Original (Month/Day/Year)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Austin Texas 78701**  
 (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. 3, 4 and 5)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Value (Instr. 3, 4 and 5)	6. Ownership or Control (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/17/02		A	5,000 <sup>(1)</sup>	A	9,545 <sup>(2)</sup>	D

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)	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. 3)		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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. C	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
Options <sup>(3)</sup> (right to buy)	\$9.25	12/17/02		A		15,000		12/17/03 <sup>(4)</sup>	12/17/12	Common Stock	15,000	None	15,000	

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Explanation of Responses:

- 1. Grant of Common Stock Restricted Stock Units
- 2. Represents 9,545 Common Stock Restricted Stock Units
- 3. Options with limited stock appreciation rights
- 4. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See

/s/ Margaret F. Murphy  
 \*\*Signature of  
 Reporting Person  
 Margaret F. Murphy, on  
 behalf of

12/17//02  
 Date

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

John E. Baker

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.