#### CAPITAL TRUST INC

Check this box

if no longer

subject to

Section 16.

Form 4 July 16, 2007

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** 

burden hours per response...

Expires:

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* SAGALYN LYNNE B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CAPITAL TRUST INC [CT]

(Check all applicable)

(First) (Middle) (Last)

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

07/13/2007

X\_ Director 10% Owner Officer (give title Other (specify

**UNIVERSITY OF** PENNSYLVANIA, 127 MEYERSON, HALL, 210 SOUTH 34TH ST.

(Street)

(State)

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

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19104

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Indirect Form: Direct Beneficial Indirect (I) Ownership (Instr. 4)

SEC 1474

(9-02)

(A)

Transaction(s)

20,873

(Instr. 3 and 4) Price Code V Amount (D)

Class A

(1)

Common Stock Units

07/13/2007

A

437

(2)

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: CAPITAL TRUST INC - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SAGALYN LYNNE B UNIVERSITY OF PENNSYLVANIA, 127 MEYERSON HALL, 210 SOUTH 34TH ST. PHILADELPHIA, PA 19104

X

### **Signatures**

/s/ Geoffrey G. Jervis, on behalf of Lynne B. Sagalyn

07/16/2007

\*\*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 reporting person beneficially owns 8,334 shares of Class A Common Stock.
  - Represents Class A Common Stock Units credited to the account of the Reporting Person which convert to shares of Class A Common Stock on a one-for-one basis. The number of shares of Class A Common Stock subject to the Class A Common Stock Units credited to
- (2) the Reporting Person was determined by dividing (1) the product of the number of shares of Class A Common Stock subject to all Class A Common Stock Units held by the Reporting Person and the per share dollar amount of the Class A Common Stock dividend paid by the Company on July 13, 2007 by (2) the closing price of the Class A Common Stock on the New York Stock Exchange on July 13, 2007.

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.

Reporting Owners 2