Colony Financial, Inc. Form 4 January 08, 2015

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Stock

01/07/2015

01/07/2015

(Print or Type Responses)

BARRACK THOMAS JR

1. Name and Address of Reporting Person \*

		Colon	y Financial, Inc. [	CLNY]	(Check all applicable)			
(Last)	(Last) (First) (Middle) 3. Date of Earliest Transaction				`	**	,	
C/0 C0	LONY FINANCIA	*	/Day/Year)		X Director 10% OwnerX Officer (give title Other (specify			
	50 BROADWAY,		72013		below)	below)		
FLOOR		0111			Execu	tive Chairman		
	(Street)	4. If A1	mendment, Date Origi	nal	6. Individual or Joint/Group Filing(Check			
		Filed(N	Ionth/Day/Year)		Applicable Line)			
					_X_ Form filed by Or	1 0		
SANTA	MONICA, CA 904	104			Form filed by More than One Reporting erson			
(City)	(State)	(Zip) Ta	ble I - Non-Derivativ	e Securities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securi	ties Acquired (A) o	or 5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionDisposed	` '	Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Voor)	Code (Instr. 3,	4 and 5)	Beneficially Owned	Form: Direct (D)	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Following	or Indirect	Ownership (Instr. 4)	
					Reported	(I)	(111541. 1)	
				(A)	Transaction(s)	(Instr. 4)		
			Code V Amoun	or (D) Price	(Instr. 3 and 4)			
			Code v Timoun	(2)			By	
							Colony	
Commo	n 01/06/2015		J <sub>(1)</sub> 618,08	A \$0	639,200	I	Financial	
Stock	01/00/2015		010,00	Ψ	337,200	•	Manager,	
							manager,	

 $J^{(2)}$ 

J(3)

639,200 D

115,238 A

\$0

\$0

0

518,708

LLC

By Colony

Financial

Manager, LLC

I

I

### Edgar Filing: Colony Financial, Inc. - Form 4

Common Stock								By Family Trust
Common Stock	01/07/2015	S	17,279 (4)	D	\$ 24.2639 (5)	501,429	I	By Family Trust

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr.		5.  Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationshins

# **Reporting Owners**

/s/ David A. Palame, as

\*\*Signature of Reporting Person

Attorney-in-fact

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARRACK THOMAS JR C/O COLONY FINANCIAL, INC. 2450 BROADWAY, 6TH FLOOR SANTA MONICA, CA 90404	X		Executive Chairman				
Signatures							

Reporting Owners 2

01/08/2015

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).
  - Colony Financial Manager, LLC (the "Manager") is the direct owner of these reported securities. Colony Capital, LLC ("Colony Capital") is the managing member of the Manager, and Thomas J. Barrack, Jr. ("Mr. Barrack") is the sole managing member of Colony Capital.
- (1) Accordingly, Mr. Barrack may be deemed to beneficially own all of the reported securities. This filing shall not be deemed an admission that Mr. Barrack is the beneficial owner of any securities beneficially owned by the Manager except to the extent of his pecuniary interest therein. The current 618,081 reported securities acquired represent common stock granted by the Company pursuant to the 2014 Equity Incentive Plan, for services provided by or on behalf of the Manager for the benefit of the Company.
- The Manager is the direct owner of the 639,200 securities the disposition of which this form is reporting. The Manager distributed (2) 639,200 shares to certain persons for services provided by each such person to the Manager for the benefit of the Manager and the Company.
- (3) The acquisition represents the receipt of common stock granted by the Manager to the Family Trust designated by Mr. Barrack as recipient of such stock for services provided by Mr. Barrack to the Manager for the benefit of the Manager and the Company.
- (4) The disposition represents the sale of common stock to fund the payment of income taxes incurred by the reporting person in connection with the vesting of certain shares of common stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.11 to \$24.48, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.