

BankUnited, Inc.
Form 4
March 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ROSS WILBUR L JR

(Last) (First) (Middle)

319 CLEMATIS STREET, ROOM 1000 (10TH FLOOR)

(Street)

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BankUnited, Inc. [BKU]

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2013

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/20/2013		S ⁽¹⁾		721,500	D	\$ 24.745
Common Stock, par value \$0.01 per share					100	D	
					8,189,631 ⁽²⁾	I	
					<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>		

See Footnotes

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

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SEC 1474
(9-02)

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. 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 Reporting Transaction (Instr. 6)
				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
ROSS WILBUR L JR 319 CLEMATIS STREET ROOM 1000 (10TH FLOOR) WEST PALM BEACH, FL 33401	X	X		
El Vedado, LLC 319 CLEMATIS STREET ROOM 1000 (10TH FLOOR) WEST PALM BEACH, FL 33401		X		
WLR/GS Master Co-Investment, L.P. C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X		
WLR Master Co-Investment GP LLC C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X		
WLR IV PARALLEL ESC LP C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036		X		

INVESCO WLR IV Associates LLC C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X
Invesco Private Capital, Inc. C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X
WLR Recovery Fund IV LP C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X
WLR Recovery Associates IV LLC C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X
WL Ross Group, L.P. C/O WL ROSS & CO. LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X

Signatures

/s/ Rajinder P. Singh, as
Attorney-in-Fact

03/22/2013

__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) Reflects the sale of BankUnited, Inc.'s common stock, par value \$0.01 per share ("Common Stock"), consisting of 654,165 shares sold by WLR Recovery Fund IV, L.P., 2,627 shares sold by WLR IV Parallel ESC, L.P. and 64,708 shares sold by WLR/GS Master Co-Investment, L.P. on March 20, 2013 pursuant to the underwriters' full exercise of their option to purchase additional shares of common stock in connection with a secondary offering of BankUnited, Inc.
- (2) Each of the reporting persons disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- (3) WLR Recovery Fund IV, L.P. ("Fund IV") owns 7,425,314 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC and the managing member of El Vedado, LLC. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV. WL Ross & Co. LLC serves as the investment manager to Fund IV. Accordingly, each of WL Ross & Co. LLC, Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P. and WLR Recovery Associates IV LLC may be deemed to be a beneficial owner of some or all the shares of Common Stock owned by Fund IV.
- (4) WLR IV Parallel ESC, L.P. (the "Parallel Fund") owns 29,821 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the managing member of El Vedado, LLC and the chairman and president of Invesco Private Capital, Inc. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. Invesco Private Capital, Inc. is the managing member of INVESCO WLR IV Associates LLC, which in turn is the general partner of the Parallel Fund. INVESCO WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement pursuant to which WLR Recovery Associates IV LLC has been appointed as representative and attorney of the Parallel Fund to, among other things, exercise all rights, powers and privileges with respect to the Common Stock owned by the Parallel Fund and to take whatever action, including voting such Common Stock, as WLR Recovery Associates IV LLC (continued in footnote 5).
- (5) (continued from footnote 4) in its discretion deems fit. Accordingly, each of Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P., WLR Recovery Associates IV LLC, Invesco Private Capital, Inc. and INVESCO WLR IV Associates LLC may be deemed to be a

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beneficial owner of some or all the shares of Common Stock owned by the Parallel Fund.

- (6) WLR/GS Master Co-Investment L.P. (the "Co-Invest Fund") owns 734,496 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC and the managing member of El Vedado, LLC. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Master Co-Investment GP, LLC. WLR Master Co-Investment GP, LLC is the general partner of the Co-Invest Fund. WL Ross & Co. LLC serves as the investment manager to the Co-Invest Fund. Accordingly, each of WL Ross & Co. LLC, Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P. and WLR Master Co-Investment GP, LLC may be deemed to be a beneficial owner of some or all the shares of Common Stock owned by the Co-Invest Fund.

Remarks:

Due to technical limitations in the number of reporting persons that can be included in a Section 16 filing, this Form 4 is being

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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