

Colony Capital, Inc.
Form 4
January 03, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanders Ronald M.

(Last) (First) (Middle)

C/O COLONY CAPITAL, INC., 515
SOUTH FLOWER STREET, 44TH
FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Colony Capital, Inc. [CLNY]

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

01/02/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Director-CLO & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/02/2017		A ⁽¹⁾	34,872	A \$ 0	223,287	D
Class A Common Stock	01/02/2017		F ⁽²⁾	9,163	D \$ 20.25	214,124	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OP Units	(4)					(4)	(4)			Class A Common Stock	144,959

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sanders Ronald M. C/O COLONY CAPITAL, INC. 515 SOUTH FLOWER STREET, 44TH FLOOR LOS ANGELES, CA 90071	Director-CLO & Secretary

Signatures

/s/ David A. Palame, as
Attorney-in-fact

01/03/2017

____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 acquisition represents the receipt of Class A common stock granted by the Issuer for services provided by Mr. Sanders to the Issuer.
- (2) The shares were withheld by the Issuer in satisfaction of withholding taxes incurred in connection with the vesting of certain shares of Class A common stock acquired through prior grants.
- These units are held by LLCs controlled by Thomas J. Barrack, Jr. The amount represents the portion of the units allocated to the
- (3) reporting person with respect to which the reporting person has the right to require from time to time the redemption thereof and distribution to the reporting person of the common shares or cash received upon such redemption.
- (4) The OP Units are redeemable for shares of Class A Common Stock or cash at the discretion of the Issuer. The OP Units do not have expiration dates.

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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