

SAGALYN LYNNE B
 Form 4
 April 17, 2003

 | FORM 4 |

U.S. 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

(Print or Type Responses)

| | | | | | | |
|--|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship to Issuer | |
| Sagalyn, Lynne B. | | | Capital Trust, Inc. (CT) | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer | |
| (Last) | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | |
| 3022 Broadway, Room 708 | | | Uris Hall | | 4/15/03 | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| New York, NY 10027-6902 | | | | | <input checked="" type="checkbox"/> Form <input type="checkbox"/> Form Person | |

Table I -- Non-Derivative Securities Acquired, Disposed of, or Exercised

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount or Price |
|---------------------------------|--------------------------------------|--|---------------------|---|--------------------|
| Class A Common Stock Units | 4/15/03 | | A | 86 (1) | A |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
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