

CAPITAL TRUST INC  
Form 4  
August 03, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
ZELL SAMUEL

(Last) (First) (Middle)

TWO NORTH RIVERSIDE PLAZA

(Street)

CHICAGO,, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CAPITAL TRUST INC [CT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2007

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007                           |  | P                              | 400 A \$ 32.84  | 72,900  | I  | See footnote <u>(3)</u>           |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007                           |  | P                              | 1,700 A \$ 32.85  | 74,600  | I  | See footnote <u>(3)</u>           |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007                           |  | P                              | 100 A \$ 32.86  | 74,700  | I  | See footnote <u>(3)</u>           |
| Class A Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007                           |  | P                              | 100 A \$ 32.87  | 74,800  | I  | See footnote <u>(3)</u>           |

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|  |            |   |       |   |             |        |   |                               |
|--|------------|---|-------|---|-------------|--------|---|-------------------------------|
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 700   | A | \$<br>32.88 | 75,500 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 1,800 | A | \$<br>32.89 | 77,300 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 4,900 | A | \$ 32.9     | 82,200 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 600   | A | \$<br>32.91 | 82,800 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 100   | A | \$<br>32.94 | 82,900 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 2,700 | A | \$<br>32.95 | 85,600 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 100   | A | \$<br>32.96 | 85,700 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 100   | A | \$<br>32.97 | 85,800 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 2,100 | A | \$<br>32.99 | 87,900 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 8,400 | A | \$ 33       | 96,300 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 100   | A | \$<br>33.03 | 96,400 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 1,100 | A | \$<br>33.05 | 97,500 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 1,300 | A | \$<br>33.06 | 98,800 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 | P | 1,000 | A | \$<br>33.07 | 99,800 | I | See<br>footnote<br><u>(3)</u> |
| Class A<br>Common                                | 08/02/2007 | P | 100   | A | \$ 33.1     | 99,900 | I | See<br>footnote               |

|                                    |            |  |   |     |   |    |       |         |            |            |
|------------------------------------|------------|--|---|-----|---|----|-------|---------|------------|------------|
| Stock <u>(1)</u> <u>(2)</u>        |            |  |   |     |   |    |       |         | <u>(3)</u> |            |
| Class A                            |            |  |   |     |   |    |       |         | See        |            |
| Common Stock <u>(1)</u> <u>(2)</u> | 08/02/2007 |  | P | 100 | A | \$ | 33.15 | 100,000 | I          | footnote   |
|                                    |            |  |   |     |   |    |       |         |            | <u>(3)</u> |

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

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(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 |
| ZELL SAMUEL<br>TWO NORTH RIVERSIDE PLAZA<br>CHICAGO,, IL 60606 |               |           |         | X     |

## Signatures

/s/ Geoffrey G. Jarvis, on behalf of Samuel Zell

08/03/2007

\_\_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).

The Helen Zell Revocable Trust ("HZRT") beneficially owns 10,000 shares of Class A Common Stock. Samuel Zell's spouse, Helen Zell, (1) is the trustee of the HZRT. Samuel Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of his pecuniary interest therein.

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- (2) The reporting person directly beneficially owns 20,873 Class A Common Stock Units which convert to shares of Class A Common Stock on a one-for-one basis.

Shares reported herein are beneficially owned by the Zell Family Foundation (the "Foundation"). Mr. Zell is a director of the Foundation

- (3) but does not have voting or dispositive power over, or a pecuniary interest in, such shares, and thus disclaims beneficial ownership thereof.

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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