### SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|   | hours per response:     | 0.5       |
|   | Estimated average burde | en        |
|   | ONB Number.             | 3235-0287 |

| 1. Name and Address of Reporting Person <sup>*</sup><br><u>PAULS DOUGLAS J</u> |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BankUnited, Inc. [ BKU ] |  | tionship of Reporting Perso<br>all applicable)<br>Director | n(s) to Issuer<br>10% Owner |
|--|---------|----------|--|--|--|-----------------------------|
| (Last) (First) (Middle)<br>C/O BANKUNITED, INC.<br>14817 OAK LANE              |         | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/25/2018                 |  | Officer (give title below)                                 | Other (specify<br>below)    |
|  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       | 6. Individual or Joint/Group Filing (Check Applica Line) |  |                             |
| (Street)   |         |          |  | X  | Form filed by One Report                                   | ing Person                  |
| MIAMI LAKES  | FL      | 33016    |  |  | Form filed by More than C<br>Person                        | One Reporting               |
| (City)   | (State) | (Zip)    |  |  |  |                             |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)          | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |              | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|--|--|---|------------------------------|---|--|---------------|--------------|---|---|---|
|  |  |   | Code                         | v | Amount   | (A) or<br>(D) | Price        | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |
| Common Stock, par value \$0.01 per share | 01/25/2018                                 |   | G                            |   | 1,000  | D             | (1)          | 31,380  | D   |   |
| Common Stock, par value \$0.01 per share | 01/25/2018                                 |   | М                            |   | 40,000   | A             | \$27         | 71,380  | D   |   |
| Common Stock, par value \$0.01 per share | 01/25/2018                                 |   | S                            |   | 40,000   | D             | \$42.1168(2) | 31,380  | D   |   |
| Common Stock, par value \$0.01 per share |  |   |                              |   |  |               |              | 31,000  | Ι   | As co-<br>trustee <sup>(3)</sup>                    |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A)<br>Disp<br>of (I | umber<br>vative<br>urities<br>uired<br>or<br>oosed<br>D) (Instr.<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|--|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Common<br>Stock<br>Option<br>(right to<br>buy)      | \$27  | 01/25/2018                                 |   | М                            |   |  | 40,000   | (4)  | 02/02/2021         | Common<br>Stock,<br>par value<br>\$0.01 per<br>share  | 40,000                                 | \$0.00  | 141,399  | D  |  |

#### Explanation of Responses:

1. Bona fide gift by the Reporting Person for no consideration.

2. This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$42.00 to \$42.61. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each separate price.

3. Shares held by the Pauls Family Foundation, for which Mr. Pauls serves as a co-trustee. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for Section 16 or for any other purpose.

4. Issued pursuant to the terms of the BankUnited, Inc. 2010 Omnibus Equity Incentive Plan. All such options are currently exercisable.

#### **Remarks:**

#### /s/ Susan Greenfield, as

Attorney-in-Fact

01/26/2018

Date

\*\* Signature of Reporting Person

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

 $^{\ast}$  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).

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

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 Number.