

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Carlyle Partners V LP</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O THE CARLYLE GROUP</u></p> <p><u>1001 PENNSYLVANIA AVE, NW, STE 220 S</u></p> <hr/> <p>(Street)</p> <p><u>WASHINGTON DC 20004</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><u>01/27/2011</u></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>BankUnited, Inc. [BKU]</u></p>
		<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
		<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p>
		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,630,675	I	See footnotes ⁽¹⁾⁽⁵⁾⁽¹¹⁾
Common Stock	346,625	I	See footnotes ⁽²⁾⁽⁵⁾⁽¹¹⁾
Common Stock	19,096	I	See footnotes ⁽³⁾⁽⁵⁾⁽¹¹⁾
Common Stock	173,644	I	See footnotes ⁽⁴⁾⁽⁵⁾⁽¹¹⁾
Common Stock	9,170,040	I	See footnotes ⁽⁶⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾
Common Stock	2,038,260	I	See footnote ⁽⁷⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾
Common Stock	70,849	I	See footnote ⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*

Carlyle Partners V LP

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

CP V COINVESTMENT A, L.P.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CP V COINVESTMENT B, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Partners V-A LP](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC Group V, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC Group V Managing GP, L.L.C.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC GROUP LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TCG HOLDINGS LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
DBD Cayman Holdings, Ltd.		
(Last)	(First)	(Middle)
C/O THE CARLYLE GROUP		
1001 PENNSYLVANIA AVE, NW, STE 220 S		
(Street)		
WASHINGTON	DC	20004
(City)	(State)	(Zip)

Explanation of Responses:

1. These securities are held by Carlyle Partners V, L.P. ("CP V").
2. These securities are held by CP V Coinvestment A, L.P. ("Coinvestment A").
3. These securities are held by CP V Coinvestment B, L.P. ("Coinvestment B").
4. These securities are held by Carlyle Partners V-A, L.P. ("CP V-A").
5. The sole general partner of CP V, Coinvestment A, Coinvestment B and CP V-A is TC Group V, L.P. The sole general partner of TC Group V, L.P. is TC Group V Managing GP, L.L.C. The sole managing member of TC Group V Managing GP, L.L.C. is TC Group, L.L.C. The managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. TCG Holdings, L.L.C. is managed by a three person managing board, consisting of William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, and all board action relating to the voting or disposition of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A.
6. These securities are held by Carlyle Financial Services BU, L.P. ("Carlyle BU").
7. These securities are held by Carlyle Strategic Partners II, L.P. ("Strategic").
8. These securities are held by CSP II Co-Investment, L.P. ("Co-Investment").
9. TCG Financial Services, L.P. is the general partner of Carlyle BU. Carlyle Financial Services, Ltd. is the general partner of TCG Financial Services, L.P. CSP II General Partner, LP is the general partner of Strategic and Co-Investment. TC Group CSP II, LLC is the general partner of CSP II General Partner, LP. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of Carlyle Financial Services, Ltd. and the managing member of TC Group CSP II, LLC. TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. DBD Cayman Holdings, Ltd. ("DBD Cayman Holdings") is the sole shareholder of DBD Cayman, Ltd.
10. DBD Cayman Holdings is controlled by its ordinary members, William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein and all action relating to the investment and disposition of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment requires their approval. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment.
11. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, Carlyle Financial Services BU, L.P., TCG Financial Services, L.P., Carlyle Financial Services, Ltd., Carlyle Strategic Partners II, L.P., CSP II Co-Investment, L.P., CSP II General Partner, LP, TC Group CSP II, LLC, TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P. and DBD Cayman, Ltd. have filed separate Form 3s.

[Carlyle Partners V, L.P. By: /s/ Daniel A. D'Aniello Title: 01/27/2011](#)
[Authorized signatory](#)
[CP V Coinvestment A, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[CP V Coinvestment B, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[Carlyle Partners V-A, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[TC Group V, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[TC Group V Managing GP, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[TC Group, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[TCG Holdings, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)
[DBD Cayman Holdings, Ltd. By: /s/ Daniel A. D'Aniello Title: Authorized signatory 01/27/2011](#)

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.