

PAULS DOUGLAS J  
Form 4  
December 18, 2012

**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 \*  
PAULS DOUGLAS J

(Last) (First) (Middle)

C/O BANKUNITED, INC., 14817  
OAK LANE

(Street)

MIAMI LAKES, FL 33016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BankUnited, Inc. [BKU]

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

12/14/2012

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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 12/14/2012                           |  | G <sup>(1)</sup>               |   | 7,000   | D  | \$ 0  |
|  |                                      |  |                                |   | 64,921 <sup>(2)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 12/17/2012                           |  | S                              |   | 9,683 <sup>(3)</sup>  | D  | \$ 23.0517 <sup>(4)</sup>                             |
|  |                                      |  |                                |   | 55,238 <sup>(2)</sup>   | D  |   |
| Common Stock, par value \$0.01 per share | 12/18/2012                           |  | S                              |   | 16,308 <sup>(3)</sup>   | D  | \$ 23.0844  |
|  |                                      |  |                                |   | 38,930 <sup>(2)</sup>   | D  |   |

|  |            |        |   |                               |
|--|------------|--------|---|-------------------------------|
| value<br>\$0.01 per<br>share                         | <u>(5)</u> |        |   |                               |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            | 30,000 | I | See<br>Footnote<br><u>(6)</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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| PAULS DOUGLAS J<br>C/O BANKUNITED, INC.<br>14817 OAK LANE<br>MIAMI LAKES, FL 33016 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Douglas J.  
Pauls

12/18/2012

          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) This transaction is filed to reflect the donation by the reporting person of 7,000 shares of BankUnited, Inc.'s common stock to the Pauls Family Foundation, a charitable trust of which the reporting person is co-trustee.

(2) Includes 38,635 shares of restricted common stock. In connection with the reorganization transactions described in the BankUnited, Inc. Registration Statement on Form S-1 (File No. 333-170203), these shares vested on September 1, 2012.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on November 30, 2012.

(4) This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$23.00 to \$23.10. 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.

(5) This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$23.0398 to \$23.15. 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.

(6) 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.

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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