

Colony Capital, Inc.
Form 4
April 06, 2015

FORM 4

UNITED STATES 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Redington Neale

(Last) (First) (Middle)

C/O COLONY CAPITAL,
INC., 2450 BROADWAY, 6TH
FLOOR

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Colony Capital, Inc. [CLNY]

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

04/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common Stock					19,922	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	
OP Units	<u>(1)</u>	04/02/2015		A		13,825	<u>(2)</u>	<u>(2)</u>
							Class A Common Stock	13,825

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Redington Neale C/O COLONY CAPITAL, INC. 2450 BROADWAY, 6TH FLOOR SANTA MONICA, CA 90404	Chief Accounting Officer

Signatures

/s/ David A. Palame, as
Attorney-in-fact

04/06/2015

__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) The OP Units are redeemable for shares of Class A Common Stock or cash at the discretion of the issuer.

These units are held by limited liability companies controlled by Thomas J. Barrack, Jr. and were acquired in connection with the issuer's acquisition of substantially all of its former manager's real estate and investment management business and operations. The amount

(2) represents the portion of the units allocated to the reporting person with respect to which, subject to certain vesting and other conditions, the reporting person has the right to require from time to time the redemption thereof and distribution to the reporting person of the common shares or cash received upon such redemption. The OP Units do not have expiration dates.

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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