Bagnoli Mark Form 4 October 29, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| Name and Address of Reporting Person * Bagnoli Mark | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|--|--|--|--|
| | BankUnited, Inc. [BKU] | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | | | | |
| C/O BANKUNITED, INC., 14817 OAK LANE | (Month/Day/Year) 10/26/2018 | Director 10% OwnerX Officer (give title Other (specification) below) Officer of Subsidiary | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| MIAMI LAKES, FL 33016 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative S | Secui | rities Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|---|--------------|-------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | xecution Date, if Transaction Disposed of (D) y Code (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) |
| Common Stock, par value | 10/26/2018 | | S | | D | \$ 31.8219 | 24,118 | D | |
| \$0.01 per share | 10/20/2010 | | 5 | 1,000 | D | <u>(1)</u> | 21,110 | D | |

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

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

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Bagnoli Mark C/O BANKUNITED, INC. **14817 OAK LANE** MIAMI LAKES, FL 33016

Officer of Subsidiary

Signatures

/s/ Susan Greenfield as Attorney-in-Fact

10/29/2018

**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 shares were sold in multiple transactions on October 26, 2018 at actual sale prices ranging from \$31.82 to \$31.8386 per share. The (1) price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Remarks:

The Reporting Person is the Chief Risk Officer of BankUnited, N.A., a wholly owned subsidiary of BankUnited, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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