

BAKER JOHN E
 Form 4
 December 18, 2002

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

2. Issuer Name and Ticker or Trading Symbol

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director
 10% Owner
 Officer (specify title below)
Senior Vice President and Chief Financial Officer

Baker **John** **E.**
 (Last) (First) (Middle)

Stratus Properties Inc. (STRS)
 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year
 7. Individual or Joint/Group Filing (Check Applicable Line)

98 San Jacinto Boulevard, Suite 220

12/17/02
 5. If Amendment, Date of Original (Month/Day/Year)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

Austin **Texas** **78701**
 (City) (State) (Zip)

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. 3, 4 and 5)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount or Number of Securities (Instr. 3, 4 and 5)	6. Ownership or Control (Instr. 3, 4 and 5)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/17/02		A	5,000 ⁽¹⁾	A	3	D

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 4(b)(v).

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FORM 4 (continued)	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
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. 3)		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. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. C	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					Title
Options ⁽³⁾ (right to buy)	\$9.25	12/17/02		A		15,000		12/17/03 ⁽⁴⁾	12/17/12	Common Stock	15,000	None	15,000	

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Explanation of Responses:

- 1. Grant of Common Stock Restricted Stock Units
- 2. Represents 9,545 Common Stock Restricted Stock Units
- 3. Options with limited stock appreciation rights
- 4. 25% exercisable on the date indicated and 25% exercisable on each of the next three anniversaries thereof

	/s/ Margaret F. Murphy	12/17//02
**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.	**Signature of Reporting Person	Date
See	Margaret F. Murphy, on behalf of	

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

John E. Baker

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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