SEC Form 4

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

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

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| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |

| 1. Name and Address of Reporting Ferson | | | 2. Issuer Name and Ticker or Trading Symbol Colony NorthStar, Inc. [CLNS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|----------------|----------|---|--|-----------------------------------|----------------|--|--|--|
| Schoenherr Charles W | | | <u></u> | X | Director | 10% Owner | | | |
| | | | | | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/17/2017 | | below) | below) | | | |
| C/O COLONY N | NORTHSTAR, INC | 2. | 0//1//2017 | | | | | | |
| 515 S FLOWER | ST., 44TH FLOC | R | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicat | | | | | |
| (Street) | | | | X | Form filed by One Repo | rting Person | | | |
| LOS ANGELES | CA | 90071 | | (Check all a X D O be 6. Individua Line) X Fe Fe | Form filed by More than Person | One Reporting | | | |
| (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) | ecution Date, ny Transaction Disposed Of Code (Instr. 5) | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|--|---|--------|---------------|---|---|---|------------|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

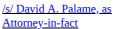
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|------------------------|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock | (1) | 07/17/2017 | | A | | 14,364 | | (1) | (1) | Class A Common Stock | 14,364 | (1) | 14,364 | D | |

Explanation of Responses:

1. Represents the receipt of deferred stock units ("Deferred Stock") granted by the Issuer in respect of the reporting person's election to defer equity compensation payable in accordance with the Issuer's nonexecutive compensation policy. Deferred Stock has no expiration date and is payable in Class A Common Stock after the reporting person's separation from service with the Issuer.

Remarks:



07/18/2017

** Signature of Reporting Person

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

 \ast 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).

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.

Date