FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

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on,	D	.C.	2054	49											

OMB APPROVAL										
OMB Number:	3235-0287									
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hours per response:	0.5									

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

1. Name and Address of Reporting Person*  CROCKER DOUGLAS II						2. Issuer Name <b>and</b> Ticker or Trading Symbol Colony Capital, Inc. [ CLNY ]									ationship o all applic Directo	able)	,					
(Last) (First) (Middle) C/O COLONY CAPITAL, INC.						3. Date of Earliest Transaction (Month/Day/Year) 10/15/2020									Officer below)	(give title		Other (s below)	pecify			
515 S. FLOWER ST., 44TH FLOOR							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street) LOS ANGELES CA 90071														Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting  Person								
(City)	(St	ate)	(Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da						Execution Dat			Transaction Dispo		Dispose	ities Acquir d Of (D) (Ins	nd Securitie Benefici		es Formally (D) (Sollowing (I) (I		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership Instr. 4)				
									Code	,	Amount	mount (A) or (D)		·	Transaction(s) (Instr. 3 and 4)				msu. 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. Deeme Execution if any (Month/Day	Date,	4. Transactior Code (Instr. 8)		n of E		Expiration D	6. Date Exercisab Expiration Date (Month/Day/Year)		Amount of Securities Underlying Derivative	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisable	Ex Da	piration te	Title	Amoun or Numbe of Shares	er								
Deferred Stock <sup>(1)</sup>	(2)	10/15/2020			A		2,420		(2)		(2)	Class A Common Stock	2,420		\$3.1	158,154	4	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 cash compensation payable in accordance with the Issuer's nonexecutive director compensation policy.
- 2. 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:

/s/ Jenny B. Neslin, as 10/19/2020 Attorney-in-fact

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.