| SEC Form 4 | |
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: 3235-0287 | | | | | | | |
|--------------------------|-------|--|--|--|--|--|--|
| Estimated average burden | | | | | | | |
| hours per response | : 0.5 | | | | | | |

| | 5). | | or Section 30(h) of the Investment Company Act of 1940 | 14 | <u></u> | | | | | |
|-------------------------------|--------------|------------------------|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------|-------------------|--|--|--|--|
| 1. Name and Add | | ng Person [*] | 2. Issuer Name and Ticker or Trading Symbol Colony Capital, Inc. [CLNY] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| REISS DA | LE AININE | | <u></u> | X | Director | 10% Owner | | | | |
| | | | — | - | Officer (give title | Other (specify | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | 1 | below) | below) | | | | |
| C/O COLON | Y CAPITAL, | INC., | 05/07/2020 | 1 | | | | | | |
| 515 S. FLOWER ST., 44TH FLOOR | | | | | | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Ap | | | | | | | |
| (Street) | | | | Line) | Form filed by One Reporting Person | | | | | |
| LOS | CA | 90071 | | X | 2 | | | | | |
| ANGELES | CA | 50071 | | | Form filed by More th Person | ian One Reporting | | | | |
| | (-) | | — | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| | | Table I - Non-De | erivative Securities Acquired, Disposed of, or Bene | eficially | v Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | | | Securities Beneficially | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|------------------|---|--------|---------------|--------|------------------------------------|---|-------------------------------------------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Class A Common Stock | 05/07/2020 | | A ⁽¹⁾ | | 81,219 | Α | \$0.00 | 108,230 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) -. 0 n · (.

| | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially Owned | 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 | | | | | |

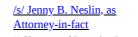
Explanation of Responses:

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1. Represents the receipt of restricted Class A common stock granted by the Issuer to the reporting person in accordance with the Issuer's non-executive compensation policy in connection with the reporting person's recent re-election to the Issuer's board of directors. The restricted shares are scheduled to vest on May 7, 2021. The amount of restricted shares was determined by dividing the fixed grant value of \$160,000 by the closing price of the Issuer's common stock on the New York Stock Exchange on the business day prior to the grant date.

Remarks:



05/11/2020

Date

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).

** 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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed nursuant to Section 16(a) of the Securities Exchange Act of 1934

** Signature of Reporting Person

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