

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>LEFRAK RICHARD S</u>  (Last) (First) (Middle) <u>C/O BANKUNITED, INC.</u> <u>14817 OAK LANE</u>  (Street) <u>MIAMI LAKES FL 33016</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BankUnited, Inc. [ BKU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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. 8)		4. Securities Acquired (A) or Disposed Of (D) (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/03/2012		S		47,555	D	\$24.4835 <sup>(1)</sup>	1,108,837	I	By LF Moby LLC <sup>(2)</sup>
Common Stock, par value \$0.01 per share	05/04/2012		S		35,208	D	\$24.0957 <sup>(3)</sup>	1,073,629	I	By LF Moby LLC <sup>(2)</sup>
Common Stock, par value \$0.01 per share	05/07/2012		S		17,350	D	\$24.2131 <sup>(4)</sup>	1,056,279	I	By LF Moby LLC <sup>(2)</sup>
Common Stock, par value \$0.01 per share								1,000 <sup>(5)</sup>	D	

**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. 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)	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					

**Explanation of Responses:**

- This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$24.35 to \$24.65. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each separate price.
- As described in the BankUnited, Inc. Registration Statement on Form S-1 (File No. 333-170203), the shares are held in the account of LF Moby LLC, a private investment entity over which the reporting person and his sons, Harrison T. LeFrak and James T. LeFrak, have investment discretion. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for Section 16 or for any other purpose.
- This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$23.9603 to \$24.2950. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$24.01 to \$24.39. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each separate price.
- Vests one-third on each of the first, second and third anniversaries of February 15, 2012. Issued on February 15, 2012 pursuant to the BankUnited, Inc. 2010 Omnibus Equity Incentive Plan.

**Remarks:**

/s/ Douglas J. Pauls, as  
Attorney-in-Fact 05/07/2012  
 \*\* Signature of Reporting Person 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.