

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>PAULS DOUGLAS J</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>03/02/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/30/2017		G	V	1,000	D	(1)	31,380	D	
Common Stock, par value \$0.01 per share	03/02/2017		M		11,200	A	\$22.31	42,580	D	
Common Stock, par value \$0.01 per share	03/02/2017		S		11,200 <sup>(2)</sup>	D	\$40.6027 <sup>(3)</sup>	31,380	D	
Common Stock, par value \$0.01 per share								31,000	I	As co-trustee <sup>(4)</sup>

**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
Common Stock Option (right to buy)	\$22.31	03/02/2017		M		11,200	(5)	12/16/2021	Common Stock, par value \$0.01 per share	11,200	\$0.00	22,133	D	

**Explanation of Responses:**

- Bona fide gift by the Reporting Person for no consideration.
- Reflects the sale of 11,200 shares of common stock by the reporting person under Rule 144 promulgated under the Securities Act of 1933, as amended.
- This price represents the weighted average sale price of trades transacted at a multitude of prices ranging from \$40.48 to \$40.87. 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.
- Shares held by the Pauls Family Foundation, for which Mr. Pauls serves as a co-trustee. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein and the inclusion of these share in this report shall not be deemed an admission of beneficial ownership of these shares for Section 16 or for any other purpose.
- Issued pursuant to the terms of the BankUnited, Inc. 2010 Omnibus Equity Incentive Plan. One-third of the options granted on December 16, 2011 vested on each of December 16, 2012 and 2013 before the reporting person's employment ended on December 31, 2013.

**Remarks:**

/s/ Susan Greenfield, as Attorney-in-Fact 03/03/2017  
 \*\* 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.