

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>CENTERBRIDGE CAPITAL PARTNERS L P</u>  (Last) (First) (Middle) 375 PARK AVENUE 12TH FLOOR  (Street) NEW YORK NY 10152  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/27/2011	3. Issuer Name and Ticker or Trading Symbol <u>BankUnited, Inc. [ BKU ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Footnote 1	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,047,570	D <sup>(1)(2)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
CENTERBRIDGE CAPITAL PARTNERS L P  
 (Last) (First) (Middle)  
 375 PARK AVENUE  
 12TH FLOOR  
 (Street)  
 NEW YORK NY 10152  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P  
 (Last) (First) (Middle)  
 375 PARK AVENUE  
 12TH FLOOR  
 (Street)  
 NEW YORK NY 10152  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Centerbridge Capital Partners SBS, L.P.  
 (Last) (First) (Middle)  
 375 PARK AVENUE  
 12TH FLOOR  
 (Street)

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CB BU Investors, L.L.C.](#)

(Last) (First) (Middle)

375 PARK AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CB BU Investors II, L.L.C.](#)

(Last) (First) (Middle)

375 PARK AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CB BU Investors III, L.L.C.](#)

(Last) (First) (Middle)

375 PARK AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Centerbridge Associates, L.P.](#)

(Last) (First) (Middle)

375 PARK AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Centerbridge GP Investors, LLC](#)

(Last) (First) (Middle)

375 PARK AVENUE  
12TH FLOOR

(Street)  
NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Gallogly Mark T](#)

(Last) (First) (Middle)

375 PARK AVENUE

12TH FLOOR

(Street)  
 NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Aronson Jeffrey

(Last) (First) (Middle)  
 375 PARK AVENUE  
 12TH FLOOR

(Street)  
 NEW YORK NY 10152

(City) (State) (Zip)

**Explanation of Responses:**

- The shares of common stock of BankUnited, Inc. ("Common Stock") to which this Form 3 relates are directly owned as follows: (i) 13,685,506 shares of Common Stock directly owned by Centerbridge Capital Partners, L.P.; (ii) 505,531 shares of Common Stock directly owned by Centerbridge Capital Partners Strategic, L.P.; (iii) 22,525 shares of Common Stock directly owned by Centerbridge Capital Partners SBS, L.P.; (iv) 871,154 shares of Common Stock directly owned by CB BU Investors, L.L.C.; (v) 504,352 shares of Common Stock directly owned by CB BU Investors II, L.L.C.; and (vi) 458,502 shares of Common Stock directly owned by CB BU Investors III, L.L.C. (collectively, the "Centerbridge Funds").
- Centerbridge Associates, L.P. is the general partner of each of the Centerbridge Funds. Centerbridge GP Investors, L.L.C. is the general partner of Centerbridge Associates, L.P. Mark Gallogly and Jeffrey Aronson are the managing members of Centerbridge GP Investors, L.L.C. Mark Gallogly and Jeffrey Aronson each disclaim beneficial ownership of the shares of Common Stock beneficially owned by the Centerbridge Funds.

**Remarks:**

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Centerbridge Capital Partners, L.P. By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, L.L.C., its general partner By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title: Authorized Signatory 01/27/2011

Centerbridge Capital Partners SBS, L.P. By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, L.L.C., its general partner By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title: Authorized Signatory 01/27/2011

Centerbridge Capital Partners Strategic, L.P. By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, L.L.C., its general partner By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title: Authorized Signatory 01/27/2011

CB BU Investors, L.L.C. By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, L.L.C., its general partner By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title: Authorized Signatory 01/27/2011

CB BU Investors II, L.L.C. By: Centerbridge Associates, L.P., its general partner By: Centerbridge GP Investors, L.L.C., its general partner By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title: Authorized Signatory 01/27/2011

CB BU Investors III, L.L.C. By: Centerbridge Associates, 01/27/2011

L.P., its general partner By:  
Centerbridge GP Investors,  
L.L.C., its general partner By:  
/s/ Mark T. Gallogly Name:  
Mark T. Gallogly Title:  
Authorized Signatory  
Centerbridge Associates, L.P.  
By: Centerbridge GP Investors,  
L.L.C., its general partner By: 01/27/2011  
/s/ Mark T. Gallogly Name:  
Mark T. Gallogly Title:  
Authorized Signatory  
Centerbridge GP Investors,  
L.L.C. By: /s/ Mark T. 01/27/2011  
Gallogly Name: Mark T.  
Gallogly Title: Authorized  
Signatory  
By: /s/ Mark T. Gallogly 01/27/2011  
By: /s/ Jeffrey Aronson 01/27/2011  
\*\* 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 5 (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.**