

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Carlyle Partners V LP</u> (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE, NW, STE 220 S</u> (Street) <u>WASHINGTON DC 20004</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2011</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	02/02/2011		S		2,839,608	D	\$25.65 ⁽¹⁾	5,791,067	I	See footnotes ⁽²⁾⁽⁶⁾⁽¹²⁾
Common Stock	02/02/2011		S		114,045	D	\$25.65 ⁽¹⁾	232,580	I	See footnotes ⁽³⁾⁽⁶⁾⁽¹²⁾
Common Stock	02/02/2011		S		6,283	D	\$25.65 ⁽¹⁾	12,813	I	See footnotes ⁽⁴⁾⁽⁶⁾⁽¹²⁾
Common Stock	02/02/2011		S		57,131	D	\$25.65 ⁽¹⁾	116,513	I	See footnotes ⁽⁵⁾⁽⁶⁾⁽¹²⁾
Common Stock	02/02/2011		S		3,017,065	D	\$25.65 ⁽¹⁾	6,152,974	I	See footnotes ⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Common Stock	02/02/2011		S		670,615	D	\$25.65 ⁽¹⁾	1,367,645	I	See footnotes ⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾
Common Stock	02/02/2011		S		23,310	D	\$25.65 ⁽¹⁾	47,539	I	See footnotes ⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾

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					

1. Name and Address of Reporting Person*
Carlyle Partners V LP
 (Last) (First) (Middle)
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S
 (Street)
WASHINGTON DC 20004
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CP V COINVESTMENT A, L.P.
 (Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CP V COINVESTMENT B, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Carlyle Partners V-A LP](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC Group V, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC Group V Managing GP, L.L.C.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TC GROUP LLC](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)
WASHINGTON DC 20004

(City) (State) (Zip)

1. Name and Address of Reporting Person*

TCG HOLDINGS LLC

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[DBD Cayman Holdings, Ltd.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

Explanation of Responses:

1. This amount represents the \$27.00 initial public offering price per share of common stock, par value \$0.01 per share ("Common Stock"), of BankUnited, Inc. less the underwriting discount of \$1.35 per share of Common Stock.
2. These securities are held by Carlyle Partners V, L.P. ("CP V").
3. These securities are held by CP V Coinvestment A, L.P. ("Coinvestment A").
4. These securities are held by CP V Coinvestment B, L.P. ("Coinvestment B").
5. These securities are held by Carlyle Partners V-A, L.P. ("CP V-A").
6. The sole general partner of CP V, Coinvestment A, Coinvestment B and CP V-A is TC Group V, L.P. The sole general partner of TC Group V L.P. is TC Group V Managing GP, L.L.C. The sole managing member of TC Group V Managing GP, L.L.C. is TC Group, L.L.C. The managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. TCG Holdings, L.L.C. is managed by a three person managing board, consisting of William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, and all board action relating to the voting or disposition of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A.
7. These securities are held by Carlyle Financial Services BU, L.P. ("Carlyle BU").
8. These securities are held by Carlyle Strategic Partners II, L.P. ("Strategic").
9. These securities are held by CSP II Co-Investment, L.P. ("Co-Investment").
10. TCG Financial Services, L.P. is the general partner of Carlyle BU. Carlyle Financial Services, Ltd. is the general partner of TCG Financial Services, L.P. CSP II General Partner, LP is the general partner of Strategic and Co-Investment. TC Group CSP II, LLC is the general partner of CSP II General Partner, LP. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of Carlyle Financial Services, Ltd. and the managing member of TC Group CSP II, LLC. TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. DBD Cayman Holdings, Ltd. ("DBD Cayman Holdings") is the sole shareholder of DBD Cayman, Ltd.
11. DBD Cayman Holdings is controlled by its ordinary members, William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein and all action relating to the investment and disposition of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment requires their approval. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment.
12. 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.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, Carlyle Financial Services BU, L.P., TCG Financial Services, L.P., Carlyle Financial Services, Ltd., Carlyle Strategic Partners II, L.P., CSP II Co-Investment, L.P., CSP II General Partner, LP, TC Group CSP II, LLC, TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P. and DBD Cayman, Ltd. have filed separate Form 4s.

[Carlyle Partners V, L.P. By: /s/](#)

[Daniel A. D'Aniello Name:](#)

[02/02/2011](#)

[Daniel A. D'Aniello Title:](#)

[Authorized signatory](#)

[CP V Coinvestment A, L.P.](#)

[By: /s/ Daniel A. D'Aniello](#)

[02/02/2011](#)

[Name: Daniel A. D'Aniello](#)

[Title: Authorized signatory](#)

[CP V Coinvestment B, L.P. By:](#)

[/s/ Daniel A. D'Aniello Name:](#)

[02/02/2011](#)

[Daniel A. D'Aniello Title:](#)

[Authorized signatory](#)

[Carlyle Partners V-A, L.P. By:](#)

[/s/ Daniel A. D'Aniello Name:](#)

[02/02/2011](#)

[Daniel A. D'Aniello Title:](#)

[Authorized signatory](#)

[TC Group V, L.P. By: /s/](#)

[Daniel A. D'Aniello Name:](#)

[02/02/2011](#)

[Daniel A. D'Aniello Title:](#)

[Authorized signatory](#)

[TC Group V Managing GP,](#)

[L.L.C. By: /s/ Daniel A.](#)

[D'Aniello Name: Daniel A.](#)

[02/02/2011](#)

[D'Aniello Title: Authorized](#)

[signatory](#)

[TC Group, L.L.C. By: /s/](#)

[02/02/2011](#)

Daniel A. D'Aniello Name:

Daniel A. D'Aniello Title:

Authorized signatory

TCG Holdings, L.L.C. By: /s/

Daniel A. D'Aniello Name:

02/02/2011

Daniel A. D'Aniello Title:

Authorized signatory

DBD Cayman Holdings, Ltd.

By: /s/ Daniel A. D'Aniello

02/02/2011

Name: Daniel A. D'Aniello

Title: Authorized signatory

** 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.