

**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 Holdings I GP Inc.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</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>03/13/2013</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 <input type="checkbox"/> 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	03/13/2013		s		4,810,000	D	\$24.745	8,911,131	I	See footnotes <sup>(1)</sup> (2)(3)(4)

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Carlyle Holdings I GP Inc.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings I GP Sub L.L.C.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Holdings I L.P.  
 (Last) (First) (Middle)

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

(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, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[TC Group Sub L.P.](#)

(Last)

(First)

(Middle)

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

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[TC Group CSP II, LLC](#)

(Last)

(First)

(Middle)

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

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CSP II General Partner, LP](#)

(Last)

(First)

(Middle)

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

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Carlyle Strategic Partners II LP](#)

(Last)

(First)

(Middle)

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

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CSP II COINVESTMENT, L.P.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)

WASHINGTON DC 20004

(City)

(State)

(Zip)

#### Explanation of Responses:

1. Consists of 3,996,023 shares of common stock held by Carlyle Financial Services BU, L.P., 888,211 shares of common stock held by Carlyle Strategic Partners II, L.P., 30,874 shares of common stock held by CSP II Coinvestment, L.P., 3,760,985 shares of common stock held by Carlyle Partners V, L.P., 151,048 shares of common stock held by CP V Coinvestment A, L.P., 8,321 shares of common stock held by CP V Coinvestment B, L.P. and 75,669 shares of common stock held of record by Carlyle Partners V-A, L.P.

2. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P., which is the general partner of each of Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P. and Carlyle Partners V-A, L.P.

3. TC Group Cayman Investment Holdings Sub L.P. is also the sole shareholder of Carlyle Financial Services, Ltd., which is the general partner of TCG Financial Services, L.P., which is the general partner of Carlyle Financial Services BU, L.P. Accordingly, Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group V, L.L.C., TC Group V, L.P., Carlyle Financial Services, Ltd. and TCG Financial Services, L.P. may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P. and Carlyle Financial Services BU.

4. The Carlyle Group L.P. is also the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Accordingly, Carlyle Group Management L.L.C. and each of the entities mentioned in this footnote may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

#### Remarks:

Due to the limitations of the electronic filing system, each of (i) Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Holdings Sub L.P., and (ii) TC Group V, L.L.C., TC Group V, L.P., Carlyle Partners V, L.P., CP V Coinvestment A, L.P., CP V Coinvestment B, L.P., Carlyle Partners V-A, L.P., Carlyle Financial Services, Ltd., TCG Financial Services, L.P. and Carlyle Financial Services BU, L.P. are filing a separate Form 4.

CARLYLE HOLDINGS I GP  
INC. By: /s/ R. Rainey 03/15/2013  
Hoffman, attorney-in-fact

CARLYLE HOLDINGS I GP  
SUB L.L.C. By: Carlyle  
Holdings I GP Inc., its 03/15/2013  
managing member By: /s/ R.  
Rainey Hoffman, attorney-in-  
fact

CARLYLE HOLDINGS I L.P.  
By: Carlyle Holdings I GP Sub  
L.L.C., its general partner By:  
Carlyle Holdings I GP Inc., its 03/15/2013  
managing member By: /s/ R.  
Rainey Hoffman, attorney-in-  
fact

TC GROUP, L.L.C. By:  
Carlyle Holdings I L.P., its  
managing member By: /s/ R. 03/15/2013  
Rainey Hoffman, attorney-in-  
fact

TC GROUP SUB L.P. By: TC  
Group, L.L.C., its general  
partner By: Carlyle Holdings I 03/15/2013  
L.P., its managing member By:  
/s/ R. Rainey Hoffman,  
attorney-in-fact

TC GROUP CSP II, L.L.C.  
By: /s/ R. Rainey Hoffman, 03/15/2013  
attorney-in-fact

CSP II GENERAL PARTNER,  
L.P. By: /s/ R. Rainey 03/15/2013  
Hoffman, attorney-in-fact

CARLYLE STRATEGIC  
PARTNERS II, L.P. By: CSP II  
General Partner, L.P., its 03/15/2013  
general partner By: /s/ R.  
Rainey Hoffman, attorney-in-  
fact

CSP II COINVESTMENT,  
L.P. By: CSP II General  
Partner, L.P., its general partner 03/15/2013  
By: /s/ R. Rainey Hoffman,  
attorney-in-fact

\*\* 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.**