

CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P

Form 3

January 27, 2011

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â CENTERBRIDGE CAPITAL
PARTNERS L P

(Last) (First) (Middle)

375 PARK AVENUE,Â 12TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10152

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/27/20113. Issuer Name **and** Ticker or Trading Symbol
BankUnited, Inc. [BKU]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See Footnote 15. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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 (1) (2) ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTERBRIDGE CAPITAL PARTNERS L P 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
CENTERBRIDGE CAPITAL PARTNERS STRATEGIC L P 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
Centerbridge Capital Partners SBS, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
CB BU Investors, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
CB BU Investors II, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
CB BU Investors III, L.L.C. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
Centerbridge Associates, L.P. 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
Centerbridge GP Investors, LLC 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1
Gallogly Mark T 375 PARK AVENUE 12TH FLOOR NEW YORK, NY 10152	^	^ X	^	See Footnote 1

Aronson Jeffrey
 375 PARK AVENUE
 12TH FLOOR
 NEW YORK, NY 10152

^ ^ X ^

See
 Footnote 1

Signatures

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. 01/27/2011
 Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

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: 01/27/2011
 Mark T. Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

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 01/27/2011
 Name: Mark T. Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

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. 01/27/2011
 Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

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. 01/27/2011
 Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

CB BU Investors III, 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. 01/27/2011
 Gallogly Title: Authorized Signatory

__Signature of Reporting Person

Date

Centerbridge Associates, L.P. 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

__Signature of Reporting Person

Date

Centerbridge GP Investors, L.L.C. By: /s/ Mark T. Gallogly Name: Mark T. Gallogly Title:
 Authorized Signatory 01/27/2011

__Signature of Reporting Person

Date

By: /s/ Mark T. Gallogly 01/27/2011

__Signature of Reporting Person

Date

By: /s/ Jeffrey Aronson 01/27/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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").

(2) 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.

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Remarks:

EachÂ ofÂ theÂ ReportingÂ PersonsÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ securitiesÂ reportedÂ herein,Â exceptÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.