

MARTELLO JOSEPH
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
MARTELLO JOSEPH

2. Issuer Name and Ticker or Trading Symbol
ARBOR REALTY TRUST INC
[ABR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ARBOR REALTY TRUST, INC., 333 EARLE OVINGTON BLVD., STE. 900

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

UNIONDALE, NY 11553

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Special Voting Preferred Stock, par value \$0.01 per share | 08/29/2018 | | J ⁽¹⁾ | | 366,393 | A | Ⓛ | 448,415 | I | The Living Trust of Joseph Martello |
| Special Voting Preferred Stock, par | 08/29/2018 | | D | | 366,393 | D | Ⓛ | 82,022 | I | The Living Trust of Joseph |

value \$0.01
per share

Martello

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|------------|--|---|
| | | | | | V | (A) | (D) | | |
| Partnership Common Units | <u>(1)</u> | 08/29/2018 | | <u>J</u> ⁽¹⁾ | | 366,393 | 08/29/2018 | <u>(2)</u> | Common Stock, par value \$0.01 per share |
| Partnership Common Units | <u>(1)</u> | 08/29/2018 | | D | | 366,393 | 08/29/2018 | <u>(2)</u> | Common Stock, par value \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTELLO JOSEPH C/O ARBOR REALTY TRUST, INC. 333 EARLE OVINGTON BLVD., STE. 900 UNIONDALE, NY 11553 | | | X | |

Signatures

/s/ Joseph Martello 08/31/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On July 14, 2016, Arbor Realty Limited Partnership, a Delaware limited partnership, issued Partnership Common Units ("OP Units") to Arbor Commercial Mortgage, LLC ("ACM") and, therefore, Arbor Realty Trust, Inc. (the "Company") issued Special Voting Preferred Stock ("Preferred Shares") to ACM. On August 29, 2018, ACM distributed 366,393 OP Units and Preferred Shares with a fair market

(1) value of approximately \$4.3 million to the reporting person for his respective membership interest. The fair market value was determined using the average closing stock price of the Company from August 16, 2018 through August 29, 2018 of \$11.86. In addition, the Company redeemed such distributed shares from the reporting person for cash totaling approximately \$4.3 million, which was based on the same \$11.86 fair market value described above.

(2) Not applicable.

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

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