KLOPP JOHN R Form 4 October 16, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Table I. Non Desirative Committee Assumed Disposed of an Deneficially Or

Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response... 0.5

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Addr KLOPP JOHN	ress of Reporting Person R	2. Issuer Name and Ticker or Trading Symbol CAPITAL TRUST INC [CT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(Enson un appricatio)			
15 EAST 91ST A	STREET, APT. 1/	(Month/Day/Year) 2 10/15/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO			
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK,	NY 10128	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

· · · · · · · · · · · · · · · · · · ·
. Ownership 7. Nature of
orm: Direct Indirect
D) or Beneficial
ndirect (I) Ownership
Instr. 4) (Instr. 4)
)
or D) ndi

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

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
KLOPP JOHN R 15 EAST 91ST STREET, APT. 1/2 A NEW YORK, NY 10128	X		CEO			

Signatures

/s/ Geoffrey G. Jervis, on behalf of John R. Klopp 10/16/2009

**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).
- (1) JRK Investment Partnership, LP ("JRK") beneficially owns 300,044 shares of Class A Common Stock. The Reporting Person is the general partner of JRK.
- (2) The Reporting Person also indirectly beneficially owns 3,333 shares of Class A Common Stock by IRA.
- (3) Includes shares of restricted stock that were converted into deferred share units.

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.

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