

Colony Financial, Inc.  
Form 4  
August 09, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRACK THOMAS JR**

(Last) (First) (Middle)

**C/O COLONY FINANCIAL,  
INC., 2450 BROADWAY, 6TH  
FLOOR**

(Street)

**SANTA MONICA, CA 90404**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**Colony Financial, Inc. [CLNY]**

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

**03/27/2012**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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	03/27/2012		J <sup>(1)</sup>		777	D	\$ 0	13,989	I	By Colony Financial Manager, LLC
Common Stock	08/09/2012		J <sup>(2)</sup>		56,926	A	\$ 0	70,915	I <sup>(2)</sup>	By Colony Financial Manager, LLC
Common Stock								281,579	I	By Family Trust

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARRACK THOMAS JR C/O COLONY FINANCIAL, INC. 2450 BROADWAY, 6TH FLOOR SANTA MONICA, CA 90404	X Executive Chairman

## Signatures

/s/ David A. Palame, as  
Attorney-in-fact 08/09/2012

\_\_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) Colony Financial Manager, LLC (the "Manager") distributed 777 shares to an employee of an affiliate of the Manager for compensation.

The Manager is the direct owner of the 70,915 reported securities. Colony Capital, LLC ("Colony Capital") is the managing member of the Manager, and Thomas J. Barrack, Jr. ("Mr. Barrack") is the sole managing member of Colony Capital. Accordingly, Mr. Barrack may be deemed to beneficially own all of the reported securities. This filing shall not be deemed an admission that Mr. Barrack is the

(2) beneficial owner of any securities beneficially owned by the Manager except to the extent of his pecuniary interest therein. The reported securities were acquired by the Manager as payment of an incentive fee pursuant to an amended and restated management agreement, dated as of November 7, 2011, by and among Colony Financial, Inc. (the "Issuer"), Colony Financial TRS, LLC and the Manager (the "Amended and Restated Management Agreement").

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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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