

SUN COMMUNITIES INC
Form 4
July 31, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rowe Randall K

(Last) (First) (Middle)

27777 FRANKLIN ROAD

(Street)

SOUTHFIELD, MI 48034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SUN COMMUNITIES INC [SUI]

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

07/29/2015

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)

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	(D)	Price

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

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			(A)	(D)				
Series A-4 Preferred Stock, \$0.01 par value	\$ 56.25	07/29/2015	J	128,405 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	57,06
Series A-4 Preferred Stock, \$0.01 par value	\$ 56.25	07/29/2015	J	13,094 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	5,819
Series A-4 Preferred Stock, \$0.01 par value	\$ 56.25	07/29/2015	J	4,233 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	1,881
Series A-4 Preferred Stock, \$0.01 par value	\$ 56.25	07/29/2015	J	10,893 <u>(1)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock, \$0.01 par value	4,841
Option (right to sell) <u>(6)</u>	\$ 31.08	07/29/2015	A	128,405 <u>(6)</u>	07/29/2015	08/10/2015	Series A-4 Preferred Stock, \$ 0.01 par value	128,40
Option (right to sell) <u>(6)</u>	\$ 31.08	07/29/2015	A	13,094 <u>(6)</u>	07/29/2015	08/10/2015	Series A-4 Preferred Stock, \$ 0.01 par value	13,09
Option (right to sell) <u>(6)</u>	\$ 31.08	07/29/2015	A	4,233 <u>(6)</u>	07/29/2015	08/10/2015	Series A-4 Preferred Stock, \$ 0.01 par value	4,233

Option (right to sell) <u>(6)</u>	\$ 31.08	07/29/2015	A	10,893 <u>(6)</u>	07/29/2015	08/10/2015	Series A-4 Preferred Stock, \$ 0.01 par value	10,89
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowe Randall K 27777 FRANKLIN ROAD SOUTHFIELD, MI 48034		X		

Signatures

/s/ Randall K.
Rowe

07/31/2015

 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) Represents the receipt of Series A-4 Preferred Stock by virtue of a pro rata distribution from GCP Fund II Ancillary Holding, LLC to its members for no additional consideration. In prior reports, the reporting person reported indirect beneficial ownership of 6,364,770 shares of Series A-4 Preferred Stock. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) The Series A-4 Preferred Stock is convertible at any time, at the holder's election and has no expiration date.
- (3) Held by a trust of which reporting person is the trustee. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Held by limited liability company of which the reporting person is the manager and a member. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Held by Green Courte Partners, LLC, which is owned by the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) Represents the right to sell Series A-4 Preferred Stock to Sun Communities, Inc. at a price of \$31.08 per share.

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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