

STRATUS PROPERTIES INC

Form 4

July 21, 2016

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 *
BERG CARL E

2. Issuer Name **and** Ticker or Trading
Symbol
STRATUS PROPERTIES INC
[STRS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
10050 BRANDLEY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2016

____ Director ____X____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Remarks

CUPERTINO, CA 95014

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

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

(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
Common Stock, par value \$0.01 per share	07/19/2016		J ⁽¹⁾		45,000	A	\$ 18
					1,421,002 ⁽²⁾	D ⁽²⁾	

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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. Amount or Number of Shares
Repurchase Option (right to purchase)	\$ 18	07/19/2016		J	45,000	(1) (1)	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERG CARL E 10050 BRANDLEY DRIVE CUPERTINO, CA 95014		X		See Remarks

Signatures

/s/ CARL E. BERG 07/19/2016

__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).

- As reflected in a Statement on Form 4 filed by the Reporting Person, on May 5, 2016, the Reporting Person entered into a Stock Purchase and Option Agreement with Mr. David M. Dean (the "Stock Purchase and Option Agreement"), pursuant to which the Reporting Person agreed to sell and Mr. Dean agreed to purchase 45,000 shares of the Issuer's Common Stock, par value \$0.01 per share ("Common Stock"), beneficially owned by the Reporting Person, for an aggregate price of \$810,000, subject to the terms and conditions of the Agreement, including but not limited to the grant by Mr. Dean of a call option with respect to such 45,000 shares of Common Stock in favor of the Reporting Person. The purchase of such shares of Common Stock by Mr. Dean was never consummated and, on July 19, 2016, the Reporting Person and Mr. Dean mutually rescinded the Stock Purchase and Option Agreement.
- As reflected in a Statement on Schedule 13D jointly filed by the Reporting Person, David M. Dean and Michael L. Knapp and in connection with the termination of certain Joint Filing and Solicitation Agreement dated January 14, 2016 by and among the Reporting Person, Mr. Dean and Mr. Knapp and the rescission of the Stock Purchase and Option Agreement, the Reporting Person, Mr. Dean and Mr. Knapp are no longer acting as a group and the Reporting Person beneficially owns 1,421,002 shares of Common Stock individually.

Remarks:

Group Member - Section 13d 10% Owner

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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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