CAPITAL TRUST INC

Form 4

August 18, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HATKOFF CRAIG M			2. Issuer Name and Ticker or Trading Symbol CAPITAL TRUST INC [CT]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ONE WEST 72ND STREET			(Month/Day/Year) 08/16/2006	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK,, NY 10023			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-l	Derivative	Secu	rities Acq	uired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)
Class A Common Stock (1) (2)	08/16/2006		S	400	D		458,844 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006		S	2,300	D	\$ 37.45	456,544 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006		S	200	D	\$ 37.41	456,344 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006		S	200	D	\$ 37.48	456,144 (3)	I	By partnership (3)

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Class A Common Stock (1) (2)	08/16/2006	S	1,100	D	\$ 37.5	455,044 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	500	D	\$ 37.65	454,544 <u>(3)</u>	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	2,500	D	\$ 37.6	452,044 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	900	D	\$ 37.62	451,144 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	300	D	\$ 37.67	450,844 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	100	D	\$ 37.7	450,744 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	100	D	\$ 37.72	450,644 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	300	D	\$ 37.63	450,344 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	200	D	\$ 37.69	450,144 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	400	D	\$ 37.59	449,744 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	600	D	\$ 37.55	449,144 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	700	D	\$ 37.57	448,444 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	200	D	\$ 37.54	448,244 (3)	I	By partnership (3)
Class A Common Stock (1) (2)	08/16/2006	S	100	D	\$ 37.53	448,144 (3)	I	By partnership (3)
Class A Common	08/16/2006	S	100	D	\$ 37.52	448,044 (3)	I	By partnership

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Stock (1) (2)							(3)
Class A Common 08/16/2006 Stock (1) (2)	S	600	D	\$ 37.46	447,444 (3)	I	By partnership (3)
Class A Common 08/16/2006 Stock (1) (2)	S	1,000	D	\$ 37.44	446,444 (3)	I	By partnership (3)
Class A Common 08/16/2006 Stock (1) (2)	S	400	D	\$ 37.47	446,044 (3)	I	By partnership (3)

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	.	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
HATKOFF CRAIG M ONE WEST 72ND STREET NEW YORK,, NY 10023	X							

Signatures

/s/ Geoffrey G. Jervis, on behalf of Craig M. Hatkoff

08/17/2006 Date

**Signature of Reporting Person

Reporting Owners 3

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) The reporting person directly beneficially owns 10,039 Class A Common Stock Units which convert to shares of Class A Common Stock on a one-for-one basis.
- (2) The reporting person directly beneficially owns 6,000 shares of Class A Common Stock.
- (3) The reporting person is the general partner of CMH Investment Partnership LP which beneficially owns such shares of Class A Common Stock.

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.