

MARTELLO JOSEPH

Form 4

August 31, 2018

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 *
MARTELLO JOSEPH

2. Issuer Name **and** Ticker or Trading
Symbol
ARBOR REALTY TRUST INC
[ABR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2018

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

C/O ARBOR REALTY TRUST,
INC., 333 EARLE OVINGTON
BLVD., STE. 900

(Street)

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

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

UNIONDALE, NY 11553

(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			
Special Voting Preferred Stock, par value \$0.01 per share	08/29/2018		J ⁽¹⁾		366,393	A	<u>11</u>	448,415	I	The Living Trust of Joseph Martello
Special Voting Preferred Stock, par	08/29/2018		D		366,393	D	<u>11</u>	82,022	I	The Living Trust of Joseph

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value \$0.01
per share

Martello

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Partnership Common Units	<u>(1)</u>	08/29/2018		<u>J</u> ⁽¹⁾		366,393		08/29/2018	<u>(2)</u>	Common Stock, par value \$0.01 per share	366,393
Partnership Common Units	<u>(1)</u>	08/29/2018		D		366,393		08/29/2018	<u>(2)</u>	Common Stock, par value \$0.01 per share	366,393

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARTELLO JOSEPH
C/O ARBOR REALTY TRUST, INC.
333 EARLE OVINGTON BLVD., STE. 900
UNIONDALE, NY 11553

X

Signatures

/s/ Joseph
Martello

08/31/2018

 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).

On July 14, 2016, Arbor Realty Limited Partnership, a Delaware limited partnership, issued Partnership Common Units ("OP Units") to Arbor Commercial Mortgage, LLC ("ACM") and, therefore, Arbor Realty Trust, Inc. (the "Company") issued Special Voting Preferred Stock ("Preferred Shares") to ACM. On August 29, 2018, ACM distributed 366,393 OP Units and Preferred Shares with a fair market

(1) value of approximately \$4.3 million to the reporting person for his respective membership interest. The fair market value was determined using the average closing stock price of the Company from August 16, 2018 through August 29, 2018 of \$11.86. In addition, the Company redeemed such distributed shares from the reporting person for cash totaling approximately \$4.3 million, which was based on the same \$11.86 fair market value described above.

(2) Not applicable.

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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