

CHAMBERS THOMAS P
Form 4
January 20, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMBERS THOMAS P

2. Issuer Name and Ticker or Trading Symbol
APACHE CORP [APA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 POST OAK BLVD., SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2011

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec Vice President and / Chief Financial Officer

(Street)
HOUSTON, TX 77056

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	01/19/2011		M ⁽²⁾	767 A \$ 0	13,319	D	
Common Stock ⁽¹⁾	01/19/2011		F ⁽³⁾	233 D \$ 125.63	13,086	D	
Common Stock ⁽¹⁾					4,636.145	I	Held by Trustee 401(k) Plan
Common Stock ⁽¹⁾					113.634	I	Held by Trustee of

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- (2) Vesting on 01/15/2011 of restricted stock units under employer plan - data provided by plan administrator on 01/19/2011.
- (3) Shares withheld to cover required tax withholding on vesting of restricted stock units effective as of 01/15/2011 - data provided by plan administrator on 01/19/2011.
- (4) With tandem tax withholding right
- (5) Granted under employer plan on 01/15/2010. Units vest 1/3 on 01/15/2010, 01/15/2011, and 01/15/2012.

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. 01id">

7 SOLE DISPOSITIVE POWER

-0-

WITH

8 SHARED DISPOSITIVE POWER

3,448,314 (1)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,448,314 (1)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12

TYPE OF REPORTING PERSON

OO

Explanation of Responses:

WLR Recovery Fund IV, L.P. ("Fund IV") owns 3,126,492 shares of Common Stock of the issuer, WLR/GS Master Co-Investment L.P. (the "Co-Invest Fund") owns 309,266 shares of Common Stock of the issuer and WLR IV Parallel ESC, L.P. (the "Parallel Fund") owns 12,556 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC, the managing member of El Vedado, LLC and the chairman and president of Invesco Private Capital, Inc. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC and WLR Master Co-Investment GP, LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV and WLR Master Co-Investment GP, LLC is the general partner of the Co-Invest Fund. WL Ross & Co. LLC serves as the investment manager to Fund IV and the Co-Invest Fund. Invesco Private Capital, Inc. is the managing member of INVESCO WLR IV Associates LLC, which in turn is the general partner of the Parallel Fund. INVESCO WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement pursuant to which WLR Recovery Associates IV LLC has been appointed as representative and attorney of the Parallel Fund to, among other things, exercise all rights, powers and privileges with respect to the Common Stock owned by the Parallel Fund and to take whatever action, including voting such Common Stock, as WLR Recovery Associates IV LLC in its discretion deems fit. Accordingly, El Vedado, LLC may be deemed to share voting and dispositive power with (i) Wilbur L. Ross, Jr., WL Ross & Co. LLC, WL Ross Group, L.P. and WLR Recovery Associates IV LLC over the shares of Common Stock owned by Fund IV; (ii) Wilbur L. Ross, Jr., WL Ross & Co. LLC, WL Ross Group, L.P. and WLR Master Co-Investment GP, LLC over the shares of Common Stock owned by the Co-Invest Fund; and (iii) Wilbur L. Ross, Jr., WL Ross Group, L.P., WLR Recovery Associates IV LLC, Invesco Private Capital, Inc. and INVESCO WLR IV Associates LLC over the shares of Common Stock owned by the Parallel Fund.

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1 NAME OF REPORTING PERSONS I.R.S.
IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

2 WL Ross Group, L.P. (1)
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF -0-
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,448,314 (1)
EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-

8 SHARED DISPOSITIVE POWER

WITH

3,448,314 (1)

9

Explanation of Responses:

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

3,448,314 (1)

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

3.4%

TYPE OF REPORTING PERSON

12

PN

WLR Recovery Fund IV, L.P. ("Fund IV") owns 3,126,492 shares of Common Stock of the issuer, WLR/GS Master Co-Investment L.P. (the "Co-Invest Fund") owns 309,266 shares of Common Stock of the issuer and WLR IV Parallel ESC, L.P. (the "Parallel Fund") owns 12,556 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC, the managing member of El Vedado, LLC and the chairman and president of Invesco Private Capital, Inc. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC and WLR Master Co-Investment GP, LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV and WLR Master Co-Investment GP, LLC is the general partner of the Co-Invest Fund. WL Ross & Co. LLC serves as the investment manager to Fund IV and the Co-Invest Fund. Invesco Private Capital, Inc. is the managing member of INVESCO WLR IV Associates LLC, which in turn is the general partner of the Parallel Fund. INVESCO WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement pursuant to which WLR Recovery Associates IV LLC has been appointed as representative and attorney of the Parallel Fund to, among other things, exercise all rights, powers and privileges with respect to the Common Stock owned by the Parallel Fund and to take whatever action, including voting such Common Stock, as WLR Recovery Associates IV LLC in its discretion deems fit. Accordingly, WL Ross Group, L.P. may be deemed to share voting and dispositive power with (i) Wilbur L. Ross, Jr., WL Ross & Co. LLC, El Vedado, LLC and WLR Recovery Associates IV LLC over the shares of Common Stock owned by Fund IV; (ii) Wilbur L. Ross, Jr., WL Ross & Co. LLC, El Vedado, LLC and WLR Master Co-Investment GP, LLC over the shares of Common Stock owned by the Co-Invest Fund; and (iii) Wilbur L. Ross, Jr., El Vedado, LLC, WLR Recovery Associates IV LLC, Invesco Private Capital, Inc. and INVESCO WLR IV Associates LLC over the shares of Common Stock owned by the Parallel Fund.

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Item 1.

The name of
the issuer is
BankUnited,
(a) Inc., a
Delaware
corporation
(the
"Issuer").

The Issuer's
principal
executive
offices are
(b) located at
14817 Oak
Lane, Miami
Lakes, FL
33016.

Item 2.

(a) The names of the persons (collectively, the "Reporting Persons") filing this Schedule 13G (this "Statement") are:

- . WL Ross & Co. LLC
- . WLR Recovery Fund IV, L.P.
- . WLR/GS Master Co-Investment L.P.
- . WLR IV Parallel ESC, L.P.
- . WLR Recovery Associates IV LLC

WLR Master Co-Investment GP, LLC

INVESCO WLR IV Associates LLC

Invesco Private Capital, Inc.

WL Ross Group, L.P.

El Vedado, LLC

Wilbur L. Ross, Jr.

The principal business office for each of the Reporting Persons other than Wilbur L. Ross, Jr. and El Vedado, LLC is c/o WL Ross Group, L.P., 1166 Avenue of the

(b) Americas, New York, New York 10036.

The principal business office of Mr. Ross and El Vedado, LLC is 319 Clematis Street, Room 1000 (10th Floor), West Palm Beach, Florida 33401.

(c) Mr. Ross is a citizen of the United States of America.
WL Ross Group, L.P.

and El Vedado, LLC are organized under the laws of the State of New York. WLR/GS Master Co-Investment L.P. is organized under the laws of the Cayman Islands. Each of the other Reporting Persons that is an entity is organized under the laws of the State of Delaware.

This Statement relates to the Common Stock, par (d) value \$0.01 per share (the "Common Stock"), of the Issuer.

The CUSIP (e) Number of the Common Stock is 06652K103.

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Explanation of Responses:

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Item 4. Ownership.

The percentages used in this Item 4 are calculated based on 101,032,065 shares of Common Stock outstanding as of February 10, 2014.

WL Ross & Co. LLC

- (a) Amount beneficially owned: 3,435,758
- (b) Percent of Class: 3.4%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 3,435,758
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,435,758

WLR Recovery Fund IV, L.P.

- (a) Amount beneficially owned: 3,126,492
- (b) Percent of Class: 3.1%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 3,126,492
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,126,492

WLR/GS Master Co-Investment L.P.

- (a) Amount beneficially owned: 309,266
- (b) Percent of Class: 0.3%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 309,266
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 309,266

Explanation of Responses:

WLR IV Parallel ESC, L.P.

- (a) Amount beneficially owned: 12,556
- (b) Percent of Class: Less than 0.1%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 12,556
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 12,556

WLR Recovery Associates IV LLC

- (a) Amount beneficially owned: 3,139,048
- (b) Percent of Class: 3.1%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 3,139,048
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,139,048

WLR Master Co-Investment GP, LLC

- (a) Amount beneficially owned: 309,266
- (b) Percent of Class: 0.3%
- (c) (i) Sole power to vote or to direct the vote: -0-
- (ii) Shared power to vote or to direct the vote: 309,266
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 309,266

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INVESCO WLR IV Associates LLC

- (a) Amount beneficially owned: 12,556
- (b) Percent of Class: Less than 0.1%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: 12,556
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: 12,556

Invesco Private Capital, Inc.

- (a) Amount beneficially owned: 12,556
- (b) Percent of Class: Less than 0.1%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: 12,556
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: 12,556

Wilbur L. Ross, Jr.

- (a) Amount beneficially owned: 3,448,414
- (b) Percent of Class: 3.4%
- (c) (i) Sole power to vote or to direct the vote: 100
 - (ii) Shared power to vote or to direct the vote: 3,448,314
 - (iii) Sole power to dispose or to direct the disposition of: 100
 - (iv) Shared power to dispose or to direct the disposition of: 3,448,314

El Vedado, LLC

- (a) Amount beneficially owned: 3,448,314
- (b) Percent of Class: 3.4%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: 3,448,314

Explanation of Responses:

- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 3,448,314

WL Ross Group, L.P.

- (a) Amount beneficially owned: 3,448,314
- (b) Percent of Class: 3.4%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: 3,448,314
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: 3,448,314

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

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Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of a Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications

Not Applicable.

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Explanation of Responses:

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

WL ROSS & CO. LLC

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person.

WLR RECOVERY FUND IV, L.P.

By: WLR Recovery Associates IV LLC,
its General Partner
By: WL Ross Group, L.P.,
its Managing Member
By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

WLR/GS MASTER CO-INVESTMENT L.P.

By: WLR Master Co-Investment GP, LLC,
its General Partner
By: WL Ross Group, L.P.,
its Managing Member
By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

Explanation of Responses:

WLR IV PARALLEL ESC, L.P.

By: INVESCO WLR IV Associates LLC,
its General Partner

By: Invesco Private Capital, Inc.,
its Managing Member

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

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WLR RECOVERY ASSOCIATES IV LLC

By: WL Ross Group, L.P.,
its Managing Member
By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

WLR MASTER CO-INVESTMENT GP, LLC

By: WL Ross Group, L.P.,
its Managing Member
By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

INVESCO WLR IV ASSOCIATES LLC

By: Invesco Private Capital, Inc.,
its Managing Member

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

INVESCO PRIVATE CAPITAL, INC.

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

WL ROSS GROUP, L.P.

By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

Explanation of Responses:

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EL VEDADO, LLC

By: /s/ Wilbur L. Ross, Jr.
Name: Wilbur L. Ross, Jr.
Title: Authorized Person

WILBUR L. ROSS, JR.

/s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.

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EXHIBIT INDEX TO SCHEDULE 13G

- Exhibit
1 Joint Filing Agreement among WL Ross & Co. LLC, WLR Recovery Fund IV, L.P., WLR/GS Master Co-Investment L.P., WLR IV Parallel ESC, L.P., WLR Recovery Associates IV LLC, WLR Master Co-Investment GP, LLC, INVESCO WLR IV Associates LLC, Invesco Private Capital, Inc., Wilbur L. Ross, Jr., WL Ross Group, L.P. and El Vedado, LLC
- Exhibit
2 Disclaimer of Beneficial Ownership by WL Ross & Co. LLC, WLR Recovery Associates IV LLC, WLR Master Co-Investment GP, LLC, INVESCO WLR IV Associates LLC, Invesco Private Capital, Inc., Wilbur L. Ross, Jr., WL Ross Group, L.P. and El Vedado, LLC

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