

STRATUS PROPERTIES INC  
Form 4  
July 21, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
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 \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
See Remarks

CUPERTINO, CA 95014

(City) (State) (Zip)

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

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

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

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SEC 1474  
(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<br>10050 BRANDLEY DRIVE<br>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).
- (1) 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.
- (2) 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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