

KAUFMAN IVAN
Form SC 13G
February 11, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Arbor Realty Trust, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

038923108
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 038923108

13G

Page 2 of 8 Pages

1. NAMES OF REPORTING PERSONS

Ivan Kaufman

(a) o

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	4,806,675
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	4,806,675
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,806,675

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4%

12. TYPE OF REPORTING PERSON IN

CUSIP No. 038923108

13G

Page 3 of 8 Pages

1. NAMES OF REPORTING PERSONS

Arbor Commercial Mortgage, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	4,682,126
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	4,682,126

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,682,126

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 18.9%

12. TYPE OF REPORTING PERSON OO

Item 1(a). Name of Issuer:

Arbor Realty Trust, Inc. ("ART")

Item 1(b). Address of Issuer's Principal Executive Offices:

333 Earle Ovington Boulevard,
Suite 900
Uniondale, NY 11553

Item 2(a). Names of Persons Filing:

Ivan Kaufman; Arbor Commercial Mortgage, LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

333 Earle Ovington Boulevard,
Suite 900
Uniondale, NY 11553

Item 2(c). Citizenship:

Ivan Kaufman: United States of America;

Arbor Commercial Mortgage, LLC: New York

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

038923108

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:

- | | | |
|-----|---|--|
| (a) | £ | Broker or dealer registered under section 15 of the Act; |
| (b) | £ | Bank as defined in section 3(a)(6) of the Act; |
| (c) | £ | Insurance company as defined in section 3(a)(19) of the Act; |
| (d) | £ | Investment company registered under section 8 of the Investment Company Act of 1940; |

- (e) £ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) £ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) £ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) £ A church plan that is excluded from the definition of an investment company under section 3I(14) of the Investment Company Act of 1940;
- (j) £ A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) £ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4 Ownership.

- (a) Amount Beneficially Owned:

Mr. Kaufman beneficially owns the following shares of common stock:

- (i) 114,334 shares of common stock held directly by Mr. Kaufman;
- (ii) 5,000 shares of common stock held directly by Lisa Kaufman, Mr. Kaufman's spouse;
- (iii) 5,215 shares of common stock held directly by certain children of Mr. Kaufman;
- (iv) 4,682,126 shares of common stock held directly by Arbor Commercial Mortgage, LLC ("ACM")*.

* As of December 31, 2010, Mr. Kaufman owned approximately 51.4% of ACM directly. Mr. Kaufman and Lisa Kaufman, his spouse, jointly owned 100% of Arbor Management, LLC, the sole manager of ACM, which owned approximately 0.6% of ACM as of such date. The Ivan and Lisa Kaufman Family Trust and The Ivan Kaufman Grantor Retained Trust (of which Mr. Kaufman is also a co-trustee), both of which benefit the dependent children of Mr. Kaufman, owned approximately 35.2% and 4.0% of ACM, respectively, as of such date. Due to his direct and indirect ownership of 91.2% of ACM, Mr. Kaufman beneficially owns the shares of common stock of ART

that are held directly by ACM.

page 5 of 8

(b) Percent of Class:

As of December 31, 2010, Ivan Kaufman and ACM owned 19.4% and 18.9%, respectively, of the outstanding shares of ART's common stock.

(c) As of December 31, 2010, Ivan Kaufman had the sole power to vote or to direct the vote of 4,806,675 shares of common stock and the sole power to dispose or to direct the disposition of 4,806,675 shares of common stock. As of such date, Ivan Kaufman had no shared power to vote or direct the vote or to dispose or to direct the disposition of any shares of common stock.

As of December 31, 2010, ACM had the shared power to vote or to direct the vote of 4,682,126 shares of common stock and the shared power to dispose or to direct the disposition of 4,682,126 shares of common stock. As of such date, ACM had no sole power to vote or direct the vote or to dispose or to direct the disposition of any shares of common stock.

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

N/A

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

N/A

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

N/A

Item 8 Identification and Classification of Members of the Group.

N/A

Item 9 Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

SIGNATURE

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

Dated: February 11, 2011

/s/ Ivan Kaufman
Ivan Kaufman

ARBOR COMMERCIAL MORTGAGE, LLC

By: /s/ Ivan Kaufman
Name: Ivan Kaufman
Title: Chief Executive Officer and
President

page 8 of 8
