

STRATUS PROPERTIES INC  
 Form 4  
 September 08, 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)  
 07/14/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

CUPERTINO, CA 95014

(City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4) |                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price              |
| Common Stock                    | 07/14/2016                           |  | S                              |   | 1,967   | D  |   | \$ 19.92 1,419,035 |
|                                 |                                      |  |                                |   |   |  |   | (1)                |
| Common Stock                    | 07/15/2016                           |  | S                              |   | 3,720   | D  |   | \$ 19.59 1,415,315 |
|                                 |                                      |  |                                |   |   |  |   | (2)                |
| Common Stock                    | 07/18/2016                           |  | S                              |   | 500   | D  |   | \$ 19.5 1,414,815  |
| Common Stock                    | 07/19/2016                           |  | S                              |   | 2,100   | D  |   | \$ 18.92 1,412,715 |
|                                 |                                      |  |                                |   |   |  |   | (3)                |

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|              |            |   |           |   |                 |           |   |
|--------------|------------|---|-----------|---|-----------------|-----------|---|
| Common Stock | 07/20/2016 | S | 57,962    | D | \$ 18.6<br>(4)  | 1,354,753 | D |
| Common Stock | 07/21/2016 | S | 1,448     | D | \$ 18.57<br>(5) | 1,353,305 | D |
| Common Stock | 07/22/2016 | S | 1,273     | D | \$ 18.5         | 1,352,032 | D |
| Common Stock | 08/09/2016 | S | 947       | D | \$ 18.5         | 1,351,085 | D |
| Common Stock | 08/10/2016 | S | 202       | D | \$ 18.5         | 1,350,883 | D |
| Common Stock | 08/11/2016 | S | 535       | D | \$ 18.57<br>(6) | 1,350,348 | D |
| Common Stock | 08/12/2016 | S | 4,470     | D | \$ 18.77<br>(7) | 1,345,878 | D |
| Common Stock | 08/15/2016 | S | 3,020     | D | \$ 18.99<br>(8) | 1,342,858 | D |
| Common Stock | 08/16/2016 | S | 1,500     | D | \$ 18.72<br>(9) | 1,341,358 | D |
| Common Stock | 08/17/2016 | S | 100       | D | \$ 18.54        | 1,341,258 | D |
| Common Stock | 08/30/2016 | S | 170,256   | D | \$ 18.5<br>(10) | 1,171,002 | D |
| Common Stock | 09/01/2016 | S | 1,010,000 | D | \$ 18.5         | 161,002   | D |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BERG CARL E<br>10050 BRANDLEY DRIVE<br>CUPERTINO, CA 95014 |               |           | X       |       |

## Signatures

/s/ Carl E. Berg                      09/01/2016

\*\*Signature of                      Date  
Reporting Person

## 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) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$19.85 to \$20.22, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (2) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$19.50 to \$19.77, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (3) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.75 to \$19.17, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (4) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.60 to \$18.75, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (5) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.60, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (6) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.70, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
  - (7) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.50 to \$19.02, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same; with the full information regarding the number of shares sold at each separate price within the range specified.
  - (8) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.72 to \$19.13, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.

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- (9) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.53 to \$19.00, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.
- (10) Reflects the weighted average sales price for the reported transactions. The shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.54, inclusive. The Reporting Person will provide the SEC staff, the Issuer, or any security holder of the Issuer, upon request for same, with the full information regarding the number of shares sold at each separate price within the range specified.

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.