

Edgar Filing: CALLAHAN TIMOTHY H - Form SC 13D/A

CALLAHAN TIMOTHY H  
Form SC 13D/A  
April 03, 2003

As filed with the Securities and Exchange Commission on April 3, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Capital Trust, Inc.

-----  
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

14052H100

-----  
(CUSIP Number)

Michael L. Zuppone, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
75 East 55th Street  
New York, New York 10022  
(212) 318-6000

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

January 29, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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1

NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Callahan-CT General Partnership

2

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

3

SEC USE ONLY

4

SOURCE OF FUNDS

00

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		209,711
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		209,711
	10	SHARED DISPOSITIVE POWER
		0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,711

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12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.29%

14

TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

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1

NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Timothy H. Callahan

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		0
-----		
	8	SHARED VOTING POWER
		209,711
-----		
	9	SOLE DISPOSITIVE POWER
		0
-----		
	10	SHARED DISPOSITIVE POWER
		209,711

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
209,711

12  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.29%

14  
TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

-----  
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1  
NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Meg Siegler Callahan

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

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3  
SEC USE ONLY

4  
SOURCE OF FUNDS  
OO

5  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6  
CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 209,711
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 209,711

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
209,711

12  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.29%

14  
TYPE OF REPORTING PERSON  
IN

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CUSIP No. 14052H100  
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This Amendment No. 1 to Schedule 13D is filed by the Reporting Persons (as defined below) pursuant to rule 13d-2(a) under the Securities Exchange Act of 1934, as amended. This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D, as filed with the Securities and Exchange Commission (the "SEC") on October 30, 2001 (the "Original Schedule 13D").

The Reporting Persons are:

- (i) Callahan-CT General Partnership, an Illinois general partnership ("Callahan-CT");
- (ii) Mr. Timothy H. Callahan ("Callahan"), who is a general partner of Callahan-CT; and
- (iii) Ms. Meg Siegler Callahan ("Siegler Callahan"), who is a general partner of Callahan-CT.

Callahan and Siegler Callahan are the sole general partners of Callahan-CT.

This statement relates to the shares of class A common stock, par value \$0.01 per share ("Class A Common Stock") of Capital Trust, Inc., a Maryland corporation (the "Issuer"). The principal executive office of the Issuer is located at 410 Park Avenue, 14th Floor, New York, New York 10022.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended as follows:

(a) and (b) The aggregate percentage of shares of Class A Common Stock reported beneficially owned by the Reporting Persons as of the date of filing of this Amendment No. 1 to Schedule 13D is based upon 16,278,563 shares of Class A Common Stock issued and outstanding as of March 27, 2003 as reported in the Issuer's Annual Report on Form 10-K, as filed with the SEC on March 28, 2003.

Callahan-CT holds of record and thereby directly beneficially owns and has the sole direct power to vote and dispose of 209,711 shares of Class A Common Stock (the "Callahan-CT Shares"). Callahan indirectly beneficially owns and shares the indirect power to vote and dispose of the Callahan-CT Shares. Siegler Callahan indirectly beneficially owns and shares the indirect power to vote and dispose of the Callahan-CT Shares.

(c) On January 29, 2003, the Issuer repurchased warrants representing 8,528,467 shares of Class A Common Stock from Travelers Insurance Company, Citigroup Alternative Investments GP, LLC and Citigroup Alternative Investments General Real Estate Mezzanine

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Investments II, LLC (collectively, the "Citigroup Affiliates") for an aggregate purchase price of \$2,132,116.75.

(e) As of January 29, 2003, the Citigroup Affiliates and affiliates controlling and under common control with them no longer beneficially held more than 5% of the Class A Common Stock and therefore any obligation of the Reporting Persons to report beneficial ownership of the Class A Common Stock on Schedule 13D that may have arisen from the Stockholder Approval Agreement (as defined in the Original Schedule 13D) has terminated as of such date.

To the best of knowledge of the Reporting Persons, except as described in this Amendment No. 1 to Schedule 13D, none of the Reporting Persons has effected any transactions in the Class A Common Stock during the period which commenced sixty days prior to the date of the filing of this Amendment No. 1 to Schedule 13D.

SIGNATURE

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

Callahan-CT General Partnership

By: Timothy H. Callahan and Meg Siegler  
Callahan, its general partners

/s/ Timothy H. Callahan  
-----

Timothy H. Callahan

/s/ Meg Siegler Callahan  
-----

Meg Siegler Callahan

/s/ Timothy H. Callahan  
-----

TIMOTHY H. CALLAHAN

/s/ Meg Siegler Callahan  
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MEG SIEGLER CALLAHAN