

Colony Financial, Inc.
Form 4/A
February 11, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE
AMERICAS, 29TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Colony Financial, Inc. [CLNY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/09/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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	02/07/2011		P		12,621	A	\$ 20.4412	151,924	I	See <u>(1) (3)</u> <u>(4) (5) (6)</u>
Common Stock	02/07/2011		P		339	A	\$ 20.414	152,263	I	See <u>(1) (3)</u> <u>(4) (5) (6)</u>
Common Stock	02/07/2011		P		2,166	A	\$ 20.4478	154,429	I	See <u>(1) (3)</u> <u>(4) (5) (6)</u>
Common Stock	02/07/2011		P		500	A	\$ 20.448	154,929	I	See <u>(1) (3)</u> <u>(4) (5) (6)</u>
Common Stock	02/08/2011		P		50,386	A	\$ 20.5814	205,315	I	See <u>(1) (3)</u> <u>(4) (5) (6)</u>

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Common Stock	02/08/2011	P	45,471	A	\$ 20.7496	250,786	I	See <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	02/08/2011	P	5,018	A	\$ 20.5814	642,098	D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	
Common Stock	02/08/2011	P	4,529	A	\$ 20.7496	646,627	D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	

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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X
LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000	X
Luxor Capital Partners, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X

LUXOR SPECTRUM LLC
1114 AVENUE OF THE AMERICAS
29TH FLOOR
NEW YORK, NY 10036

X

Luxor Wavefront, LP
1114 AVENUE OF THE AMERICAS
29TH FLOOR
NEW YORK, NY 10036

X

LUXOR SPECTRUM OFFSHORE LTD
C/O MAPLES CORPORATE SERVICES LTD
P.O. BOX 309 GT
GEORGE TOWN, E9 KY1-1104

X

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

02/11/2011

__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) Reflects the securities of the issuer held in accounts managed separately (the "Separately Managed Accounts") by Luxor Capital Group, LP ("Luxor Capital Group").
- (2) Reflects the securities of the issuer owned directly by Luxor Capital Partners, LP (the "Onshore Fund").
Luxor Capital Group acts as the investment manager of the Onshore Fund, Luxor Spectrum, LLC (the "Spectrum Onshore Fund"), Luxor Wavefront, LP (the "Wavefront Fund"), Luxor Capital Partners Offshore Master Fund, LP (the "Offshore Master Fund"), Luxor Capital Partners Offshore, Ltd. (the "Offshore Feeder Fund"), the Luxor Spectrum Offshore Master Fund, LP (the "Spectrum Offshore Master Fund") and Luxor Spectrum Offshore, Ltd. (the "Spectrum Offshore Feeder Fund") (collectively, the "Luxor Funds") and the Separately Managed Accounts.
- (3) Luxor Management, LLC ("Luxor Management") is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings, LLC ("LCG Holdings") is the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Offshore Spectrum Master Fund and the managing member of the Spectrum Onshore Fund. Mr. Leone is the managing member of LCG Holdings. The Offshore Master Fund is a subsidiary of the Offshore Feeder Fund, and the Spectrum Offshore Master Fund is a subsidiary of the Spectrum Offshore Feeder Fund.
- (4) The Spectrum Onshore Fund directly owns 409 shares of common stock, the Wavefront Fund directly owns 277,722 shares, the Offshore Master Fund directly owns 990,290 shares and the Spectrum Offshore Master Fund directly owns 4,227 shares.
- (5) Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Luxor Funds and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund, the Spectrum Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Offshore Spectrum Master Fund. For purposes of this Form 4, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaims beneficial ownership of the shares of common stock owned by the Luxor Funds and the Separately Managed Accounts, except to the extent of their or his pecuniary interest therein.
- (6)

Remarks:

This Amendment amends and restates the Form 4 filed on February 9, 2011 to correct certain trade information reported therein regarding purchases effected on February 8, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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