NASSAU HENRY N
Form 3
April 29, 2003

FORM 3

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF 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*	2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol
Henry N. Nassau	4/29/03	Capital Trust, Inc. (CT)
(Last) (First) (Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Pers to Issuer (Check all applicab
c/o Internet Capital Group, Inc.		
600 Building		
435 Devon Park Drive		
(Street)		
Wayne, PA 19087		
(City) (State) (Zip)		

|x| Director |_| 10% Ow
|_| Officer (give title below) |_| Other (speci below

Table I -- Non-Derivative Securities

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)
Class A Common Stock	-0-	

Reminder: Report on a separate line for each class of securities beneficially owned directly or i
* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securi

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivati Security
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

/s/ Henry N. Nassau

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Henry N. Nassau

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