

Ares Commercial Real Estate Corp  
 Form 4  
 February 28, 2014

**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 \*  
 Browning William

2. Issuer Name and Ticker or Trading Symbol  
 Ares Commercial Real Estate Corp  
 [ACRE]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/26/2014

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

C/O ARES COMMERCIAL REAL ESTATE CORP, ONE NORTH WACKER DRIVE, 48TH FLOOR

(Street)

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

CHICAGO, IL 60606

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/26/2014		A		5,000 (1)	A	\$ 0 5,000 D
Common Stock	02/26/2014		A		1,015 (2)	A	\$ 0 6,015 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Browning William  
C/O ARES COMMERCIAL REAL ESTATE CORP  
ONE NORTH WACKER DRIVE, 48TH FLOOR  
CHICAGO, IL 60606

X

## Signatures

/s/ Monica J. Shilling, by power of attorney

02/28/2014

\_\_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).

- Represents a grant of restricted stock pursuant to the Company's 2012 Equity Incentive Plan. The shares of restricted stock are scheduled to vest ratably on a quarterly basis over a three-year period on the first business day of each fiscal quarter commencing with the fiscal quarter beginning April 1, 2014.
- (1) Represents a grant of restricted stock pursuant to the Company's 2012 Equity Incentive Plan. The shares of restricted stock are scheduled to vest ratably on a quarterly basis over a three-year period on the first business day of each fiscal quarter commencing with the fiscal quarter beginning April 1, 2014.
  - (2) Represents a grant of restricted stock pursuant to the Company's 2012 Equity Incentive Plan. 315 of the 1,015 shares of restricted stock vested on February 26, 2014. The remaining 700 shares of restricted stock are scheduled to vest on April 1, 2014.

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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