

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>RESSLER RICHARD S</u><br><br>(Last) (First) (Middle)<br><u>6922 HOLLYWOOD BLVD</u><br><u>NINTH FLOOR</u><br><br>(Street)<br><u>LOS ANGELES CA</u> <u>90028</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CIM Commercial Trust Corp [ CMCT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |  |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/10/2014</u>                    |  |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 07/10/2014                           |  | p <sup>(1)</sup>               |   | 2,900   | A          | \$21.6803 <sup>(2)</sup> | 220,824 <sup>(3)</sup>  | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    | 07/10/2014                           |  | p <sup>(7)</sup>               |   | 100,000   | A          | \$25                     | 320,824 <sup>(3)</sup>  | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    | 07/11/2014                           |  | p <sup>(1)</sup>               |   | 1,500   | A          | \$21.72                  | 322,324 <sup>(3)</sup>  | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                          | 95,440,000 <sup>(3)(6)</sup>  | I  | See footnote <sup>(5)</sup>                           |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by CIM Service Provider, LLC on January 29, 2014.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$21.28 to \$21.85, inclusive. The reporting person undertakes to provide to CIM Commercial Trust Corporation, any security holder of CIM Commercial Trust Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2) and (5).
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- These shares are owned directly by CIM Service Provider, LLC. The reporting person, together with Shaul Kuba and Avraham Shemesh, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole equity member of CIM Service Provider, LLC. The reporting person, CIM Holdings, Inc. and CIM Group, LLC are indirect beneficial owners of 322,324 shares, subject to footnote (3) herein.
- These shares are owned directly by Urban Partners II, LLC. The reporting person, together with Shaul Kuba and Avraham Shemesh, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole manager of CIM Urban Partners GP LLC, which is the sole managing member of Urban Partners II, LLC. The reporting person, CIM Holdings, Inc., CIM Group, LLC and CIM Urban Partners GP, LLC are indirect beneficial owners of 95,440,000 shares, subject to footnote (3) herein.
- The number reported in this Column has been adjusted to reflect (a) the conversion of the Series A Convertible Preferred Shares owned by Urban Partners II, LLC on April 28, 2014 and (b) a 1-for-5 reverse stock split that became effective on April 29, 2014.
- This purchase will be made pursuant to the terms of the Settlement Agreement, dated as of January 28, 2014, by and among CIM Commercial Trust Corporation, CIM Urban REIT, LLC, Southfork Merger Sub, LLC, REIT Redux LP, and the other parties thereto.

/s/ Eric Rubinfeld, attorney in fact 07/14/2014

\*\* Signature of Reporting Person Date

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

\* 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).

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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