### Edgar Filing: Sunstone Hotel Investors, Inc. - Form 4

Form 4 February 18								OMB AF	PROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									
Check th	uis box	Washin	ngton,	D.C. 205	49			Number:	3235-0287
if no lon	ger STATEMENT	STATEMENT OF CHANGES IN BENEFICIAL OWN							January 31, 2005
subject t Section Form 4 (	16.	SF		Estimated a burden hou response	urs per				
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940									
(Print or Type	Responses)								
1. Name and A Springer Ro	Symbol	Issuer Name <b>and</b> Ticker or Trading bol astone Hotel Investors, Inc. [SHO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)							)		
120 VANT		Ionth/Day/Year)				Director 10% Owner Officer (give title Other (specify below) Chief Investment Officer			
ALISO VII		mendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State) (Zip)	Tabla I	Non D	orivotivo S				or Donoficial	ly Owned
1.Title of	2. Transaction Date 2A. D		· NOII-D			_	uired, Disposed of,		7. Nature of
(Instr. 3)	(Month/Day/Year) Execu any	ion Date, if Tra Co	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect
C		Co	ode V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/30/2015	J	J	907.077	А	<u>(1)</u>	150,752.077	D	
Common Stock	02/13/2015	A	A	33,371	А	<u>(2)</u>	184,123.077	D	
Common Stock	02/15/2015	F	Ę	6,716	D	<u>(3)</u>	177,407.077	D	
Common Stock	02/16/2015	F	Ę	5,051	D	<u>(4)</u>	172,356.077	D	
Common Stock	02/17/2015	F	Ę	5,637	D	<u>(5)</u>	166,719.077	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Date		Number			
				<u> </u>					of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Springer Robert C 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656			Chief Investment Officer				
Signatures							

/s/ Robert C. Springer 02/18/2015

<u>\*\*</u>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 shares of common stock received in connection with the dividend paid by Sunstone Hotel Investors, Inc. on January 30, 2015 to stockholders of record as of December 31, 2014.

On February 13, 2015, Sunstone Hotel Investors, Inc. (the "Company") granted 33,371 restricted shares of common stock to the

- (2) Reporting Person pursuant to its 2004 Long-Term Incentive Plan. Such shares are subject to the satisfaction of vesting requirements over a three-year period.
- (3) On February 15, 2015, 17,612 restricted shares of common stock (awarded to the Reporting Person on February 15, 2013) vested, and 6,716 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 13, 2015 (as February

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15, 2015 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.49 per share.

- On February 16, 2015, 13,441 restricted shares of common stock (awarded to the Reporting Person on February 16, 2012) vested, and
- (4) 5,051 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 13, 2015 (as February 16, 2015 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.49 per share.

On February 17, 2015, 15,000 restricted shares of common stock (awarded to the Reporting Person on February 17, 2011) vested, and
(5) 5,637 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 17, 2015 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.41 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.