

BRIDGE STREET REAL ESTATE FUND 1997 LP  
 Form 4  
 February 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 WHITEHALL STREET REAL ESTATE LP IX /NY

2. Issuer Name and Ticker or Trading Symbol  
 STRATEGIC HOTEL CAPITAL INC [SLH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 85 BROAD STREET,  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/30/2006

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

NEW YORK, NY 10004

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

(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	01/30/2006		S(4)	5,935,452 (4) D \$ 19.05	1,242,695	I	See Footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

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

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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 Repo Trans (Instr
				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
WHITEHALL STREET REAL ESTATE LP IX /NY 85 BROAD STREET NEW YORK, NY 10004		X		
BRIDGE STREET REAL ESTATE FUND 1998 LP 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET REAL ESTATE FUND 1998 LP 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET W9/WHSHC CORP. 85 BROAD STREET, 10TH FL NEW YORK, NY 10004		X		
Stone Street 1997 Realty, L.L.C. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004		X		
WH Advisors, L.L.C., IX 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004		X		
Stone Street 1998 Realty, L.L.C. 85 BROAD STREET 10TH FLOOR NEW YORK, NY 10004		X		
BRIDGE STREET REAL ESTATE FUND 1997 LP 85 BROAD STREET NEW YORK, NY 10004		X		

## Signatures

/s/ Roger S. Begelman,  
Attorney-in-fact 02/01/2006

\_\_Signature of Reporting Person Date

/s/ Roger S. Begelman,  
Attorney-in-fact 02/01/2006

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Attorney-in-fact 02/01/2006

\_\_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) This statement is being filed by WSHHC, L.L.C. (WSHHC LLC), W9/WSHHC, L.L.C. I (W9 LLC), Whitehall Street Real Estate Limited Partnership VII (Whitehall Real Estate VII), Whitehall Street Real Estate Limited Partnership IX (Whitehall Real Estate IX), Bridge Street Fund 1997, L.P. (Bridge 1997), Stone Street Fund 1997, L.P. (Stone 1997), Bridge Street Real Estate Fund 1997, L.P. (Bridge Real Estate 1997), Stone Street Real Estate Fund 1997, L.P. (Stone Real Estate 1997), Stone Street WSHHC Corporation (Stone Street Corp.), Bridge Street Real Estate Fund 1998, L.P. (Bridge Real Estate 1998), Stone Street Real Estate Fund 1998, L.P. (Stone Real Estate 1998), Stone Street W9/WSHHC Corp. (Stone W9 Corp.), WH Advisors, L.L.C., VII (WH Advisors VII), Stone Street 1997, L.L.C. (Stone 1997 LLC), Stone Street 1997 Realty, L.L.C. (Stone 1997 Realty), WH Advisors, L.L.C., IX (WH Advisors IX), (continued in footnote 2),

(2) Stone Street 1998 Realty, L.L.C. (Stone 1998 Realty) and The Goldman Sachs Group, Inc. ("GS Group", together with WSHHC LLC, W9 LLC, Whitehall Real Estate VII, Whitehall Real Estate IX, Bridge 1997, Stone 1997, Bridge Real Estate 1997, Stone Real Estate 1997, Stone Street Corp., Bridge Real Estate 1998, Stone Real Estate 1998, Stone W9 Corp., WH Advisors VII, Stone 1997 LLC, Stone 1997 Realty, WH Advisors IX and Stone 1998 Realty, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(3) The Reporting Persons, other than WSHHC LLC and W9 LLC, may be deemed to beneficially own indirectly shares of Strategic Hotel Capital, Inc. ("SHC") common stock, par value \$0.01 per share ("Common Stock") by reason of WSHHC LLC's and W9 LLC's direct ownership of such shares. After giving effect to the disposition reported in this Form 4, WSHHC LLC beneficially owns directly 642,302 shares of Common Stock and W9 LLC beneficially owns directly 600,393 shares of Common Stock.

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- (4) Pursuant to an underwriting agreement, dated January 24, 2006, among SHC, Strategic Hotel Funding, L.L.C., the selling stockholders named therein, and Deutsche Bank Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters (the "Underwriters"), on January 30, 2006, WSHC LLC and W9 LLC sold to the Underwriters an aggregate of 5,935,452 shares of Common Stock at an aggregate price of approximately \$113,000,000.

### Remarks:

The members of WSHC LLC are, Whitehall Real Estate VII, Bridge 1997, Stone 1997, Bridge Real Estate 1997, Stone Real Estate 1997 and Stone Street Corp. The members of W9 LLC are Bridge 1997, Stone 1997, Stone Street Corp., Whitehall Real Estate VII, Stone Real Estate 1998, Bridge Real Estate 1998 and Stone W9 Corp. WH Advisors VII is the general partner of Whitehall Real Estate VII, Stone 1997 LLC is the general partner of Bridge 1997 and Stone 1997, Stone 1997 Realty is the general partner of Bridge Real Estate 1997 and Stone Real Estate 1997, WH Advisors IX is the general partner of Whitehall Real Estate IX, Stone 1998 Realty is the general partner of Bridge Real Estate 1998 and Stone Real Estate 1998. The Reporting Persons each disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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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