Sunstone Hotel Investors, Inc.

Form 4

September 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Sunstone Hotel Investors, Inc.

Symbol
Sunstone Hotel Investors, Inc. [SHO]

(Check all applicable)

(Check all applicable)

(Check all applicable)

(Check all applicable)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

903 CALLE AMANECER, SUITE 100

1. Name and Address of Reporting Person *

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person

Form filed by More than One Reporting

below)

5. Relationship of Reporting Person(s) to

SAN CLEMENTE, CA 92673

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Code V Amount Price See Common 706,446 09/14/2005 09/14/2005 S D 0 I Footnote (1)Stock

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.

SEC 1474

(9-02)

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

(2)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(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)						
					, ,						
									Amount		
						Date Expir Exercisable Date	Expiration		or		
							-	Title	Number		
							Duic		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Re	atio	nst	iips

Reporting Owner Name / Address

Director 10%
Owner Other

Sunstone Hotel Investors, Inc.
903 CALLE AMANECER
SUITE 100

SAN CLEMENTE, CA 92673

Signatures

Jonathan H.
Paul

**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).
 - Consists of 182,961 shares of Common Stock directly owned by Sunstone Hotel Investors, LLC., 33,095 shares of Common Stock
- (1) directly owned by WB Hotel Investors, LLC and 490,390 shares of Common Stock directly owned by Sunstone/WB Hotel Investors IV, LLC.
- (2) See Exhibit 99.1

Remarks:

Each of the entities set forth in Exhibit 99.1 may be deemed to indirectly beneficially own such securities. Westbrook Real Estable 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.

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