LEWIS THOMAS A Form 4 May 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

Stock

05/02/2006

(Print or Type Responses)

1. Name and A LEWIS THO		Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			Sunstone Hotel Investors, Inc. [SHO]				(Check all applicable)		
(Last)	(First) (I	Middle) 3. Date	of Earliest Ti	ansaction					
		(Month	Day/Year)				_X_ Director		Owner
903 CALLE 100	E AMANECER, S	SUITE 05/02/	2006				Officer (give below)	below)	er (specify
	(Street)	4. If An	nendment, Da	te Original	1		6. Individual or Jo	oint/Group Filin	g(Check
Fi			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person		
SAN CLEMENTE, CA 92673						Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-E	Derivative :	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securit	ties Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, it	Transactio	on(A) or Di	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu. 5 and 4)		
Common	05/02/2006		٨	2,086	٨	\$	2.086	D	

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

Α

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

2,086

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

(1)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt 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	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
							Expiration	Title Num of	Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
LEWIS THOMAS A 903 CALLE AMANECER SUITE 100 SAN CLEMENTE, CA 92673	X					

Signatures

Thomas A.
Lewis, Jr.

**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).

On May 2, 2006, Sunstone Hotel Investors, Inc. (the "Company") granted 2,086 restricted shares of common stock to the Reporting

(1) Person pursuant to its 2004 Long-Term Incentive Plan and its annual stock grant to the Company's non-employee directors. Such shares

(1) Person pursuant to its 2004 Long-Term Incentive Plan and its annual stock grant to the Company's non-employee directors. Such shares will vest on the date of the Company's 2007 Annual Meeting of Stockholders.

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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