Hoffman Marc Andrew Form 4 February 21, 2012

## FORM 4

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

**OMB** 

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoffman Marc Andrew			2. Issuer Name <b>and</b> Ticker or Trading Symbol Sunstone Hotel Investors, Inc. [SHO]						5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable)			
(Last)	(First)	·				ansaction			D	100	0	
120 VANTIS, SUITE 350			(Month/Day/Year) 02/16/2012						Director 10% Owner X Officer (give title Other (specify below) EVP - Chief Operating Officer			
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
ALISO VIE	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Do (Month/Day/Yea		3. Transa Code	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Na Form: Direct Indirect (I) Ownership Ownership 7. Na Indirect (I) Ownership 7. Na Ind	·		
				Code V		Amount	or (D) Price		(Instr. 3 and 4)			
Common Stock	02/16/2012			A		53,763	A	<u>(1)</u>	180,126.342	D		
Common Stock	02/17/2012			F		6,918	D	<u>(2)</u>	173,208.342	D		
Common Stock	02/18/2012			F		3,280	D	<u>(3)</u>	169,928.342	D		

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

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### Edgar Filing: Hoffman Marc Andrew - Form 4

#### 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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	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		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffman Marc Andrew 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

**EVP - Chief Operating Officer** 

## **Signatures**

/s/ Marc A. Hoffman 02/21/2012

\*\*Signature of Date
Reporting Person

## **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 February 16, 2012, Sunstone Hotel Investors, Inc. (the "Company") granted 53,763 restricted shares of common stock to the
- (1) 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.
- On February 17, 2012, 18,861 restricted shares of common stock (awarded to the Reporting Person on February 17, 2011) vested, and (2) 6,918 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 17, 2012 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$9.38 per share.
- On February 18, 2012, 8,943 restricted shares of common stock (awarded to the Reporting Person on February 18, 2010) vested, and 3,280 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 17, 2012 (as February 18, 2012 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$9.38 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.

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