Sunstone Hotel Investors, Inc.

Form 4

February 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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

obligations

may continue.

See Instruction

Check this box

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 ** Giglia Bryan Albert		2. Issuer Name and Ticker or Trading Symbol Sunstone Hotel Investors, Inc. [SHO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 120 VANTIS, SUITE 350			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2015					Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer			
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ALISO VIE	EJO, CA 92656							Person	More than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative So	ecuritio	es Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/30/2015			J	753.269	A	<u>(1)</u>	116,202.499	D		
Common Stock	02/13/2015			A	37,358	A	(2)	153,560.499	D		
Common Stock	02/15/2015			F	5,097	D	<u>(3)</u>	148,463.499	D		
Common	02/16/2015			F	3 703	D	(4)	144 760 499	D		

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

F

3,703

D

<u>(4)</u>

144,760.499

02/16/2015

Stock

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)

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	S	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Giglia Bryan Albert 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

Chief Financial Officer

Signatures

/s/ Bryan A. 02/18/2015 Giglia

**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).
- (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 37,358 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.
- On February 15, 2015, 13,183 restricted shares of common stock (awarded to the Reporting Person on February 15, 2013) vested, and (3) 5,097 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 13, 2015 (as February 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.

Reporting Owners 2

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On February 16, 2015, 9,856 restricted shares of common stock (awarded to the Reporting Person on February 16, 2012) vested, and 3,703 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.

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.