Sunstone Hotel Investors, Inc.

Form 4

February 19, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Instr. 3)

Common

Stock

02/19/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * Sloan David Ryan			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		Sunstone	e Hotel In	ivestors, Inc. [SHO]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction					
120 VANTIS, SUITE 350			(Month/Day/Year) 02/19/2015			Director 10% Owner Sylvary Officer (give title Other (specify below) SVP - General Counsel				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
ALISO VIEJO, CA 92656						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	2. Transaction (Month/Day/Y			3. Transactio		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

(D)

D

Price

(1)

Code

F

(Instr. 8)

Code V Amount

2,993

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

anv

(Month/Day/Year)

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SEC 1474

(9-02)

Beneficially

Owned Following

Reported

Transaction(s)

(Instr. 3 and 4)

64,246.766

(D) or

Indirect (I)

(Instr. 4)

D

Beneficial

Ownership

(Instr. 4)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sloan David Ryan 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

SVP - General Counsel

Signatures

/s/ David R. 02/19/2015 Sloan

**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 19, 2015, 7,967 restricted shares of common stock (awarded to the Reporting Person on February 19, 2014) vested, and (1) 2,993 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 19, 2015 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.34 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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