

STRATEGIC HOTELS & RESORTS, INC  
 Form 4  
 May 09, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Langer Jonathan A

2. Issuer Name and Ticker or Trading Symbol  
 STRATEGIC HOTELS & RESORTS, INC [BEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O GOLDMAN, SACHS & CO., 85 BROAD STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/03/2006

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former Director

NEW YORK, NY 10004

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2006		S	100	D	\$ 22.58 1,242,595	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006		S	600	D	\$ 22.59 1,241,995	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006		S	100	D	\$ 22.56 1,241,895	I	See footnotes (1) (2) (3)
Common	05/03/2006		S	1,800	D	\$ 1,240,095	I	See

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Stock					22.57			footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,900	D	\$ 22.54	1,238,195	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	200	D	\$ 22.64	1,237,995	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	2,800	D	\$ 22.55	1,235,195	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,600	D	\$ 22.52	1,233,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	700	D	\$ 22.62	1,232,895	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,800	D	\$ 22.53	1,231,095	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	400	D	\$ 22.63	1,230,695	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	100	D	\$ 22.5	1,230,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,500	D	\$ 22.61	1,229,095	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	4,498	D	\$ 22.6	1,224,597	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	298	A	\$ 22.95	1,224,895	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	700	A	\$ 22.98	1,225,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	200	A	\$ 22.99	1,225,795	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	16,900	A	\$ 23	1,242,695	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Langer Jonathan A  
C/O GOLDMAN, SACHS & CO.  
85 BROAD STREET  
NEW YORK, NY 10004

Former Director

## Signatures

/s/ Roger S. Begelman,  
Attorney-in-fact

05/09/2006

\_\_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).
- (1) The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein, if any. Effective January 30, 2006, the Reporting Person resigned from the board of Strategic Hotel Capital, Inc. (the "Company").
- (2) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any to the Company.
- (3) The securities reported herein as indirectly owned are beneficially owned directly by limited liability companies of which affiliates of Goldman Sachs and GS Group are the general partner, managing member, manager, member or investment manager. This total reflects

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the number of shares owned as of January 30, 2006 and reflects the effect of the transactions reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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