## Edgar Filing: Sunstone Hotel Investors, Inc. - Form 4

| Sunstone Ho<br>Form 4<br>May 05, 201   | otel Investors, Inc.   |          |   |  |   |  |  |   |              |  |  |
|--|--|----------|---|--|---|--|--|---|--------------|--|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION  |  |          |   |  |   |  |  |   | OMB APPROVAL |  |  |
| -  | Washington, D.C. 20549   |          |   |  |   |  | OMB<br>Number:   | 3235-0287   |              |  |  |
| Check th<br>if no long<br>subject to<br>Section 1<br>Form 4 o<br>Form 5  | ger <b>STATEM</b><br>16.<br>pr   |          | SECUR   | GES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES   |   |  |  | Expires:<br>Estimated a<br>burden hou<br>response | •            |  |  |
| obligation<br>may cont   | obligations<br>may continue.<br>See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |          |   |  |   |  |  |   |              |  |  |
| (Print or Type Responses)  |  |          |   |  |   |  |  |   |              |  |  |
| 1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading       5. Relationship of R         RUSSELL KEITH P       Symbol       Issuer         Sunstone Hotel Investors, Inc. [SHO]       (The detection of the second sec |  |          |   |  |   | Reporting Person(s) to   |  |   |              |  |  |
| (Last)   | (First) (M   | (Chec    |   |  |   |  |  | k all applicable)                                 |              |  |  |
| (Last)       (I'list)       (Mudde)       5. Date of (Month/Date)         120 VANTIS, SUITE 350       01/30/20   |  |          | Day/Year)   |  |   | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)   |  |   |              |  |  |
|  | endment, Date Original<br>onth/Day/Year)   |          |   |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |   |              |  |  |
| ALISO VIEJO, CA 92656  |  |          |   | Form filed by More than One Reportir<br>Person |   |  |  |   |              |  |  |
| (City)   | (State) (2   | Zip) Tab | le I - Non-D  | erivative S                                    | ecurit  | ties Acc   | uired, Disposed of   | f, or Beneficial                                  | ly Owned     |  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | Security (Month/Day/Year) Execution Date, if   |          | 3. 4. Securities Acquired<br>Transaction(A) or Disposed of<br>Code (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or |  |   | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |   |              |  |  |
| C  |  |          | Code V  | Amount   | (D)   | Price  | (Instr. 3 and 4)   |   |              |  |  |
| Common<br>Stock  | 01/30/2015   |          | J   | 538.62   | А   | <u>(1)</u>   | 63,785.62  | D   |              |  |  |
| Common<br>Stock  | 05/01/2015   |          | А   | 6,068  | A   | <u>(2)</u>   | 69,853.62  | D   |              |  |  |

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owno<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|--|
|   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

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## **Reporting Owners**

| Reporting Owner Name / Addr   | ess        | Relationships |         |       |  |  |  |  |  |
|---|------------|---------------|---------|-------|--|--|--|--|--|
| 1.0.0   | Director   | 10% Owner     | Officer | Other |  |  |  |  |  |
| RUSSELL KEITH P<br>120 VANTIS<br>SUITE 350<br>ALISO VIEJO, CA 92656 | X          |               |         |       |  |  |  |  |  |
| Signatures  |            |               |         |       |  |  |  |  |  |
| /s/ Keith P.<br>Russell   | 05/05/2015 |               |         |       |  |  |  |  |  |

\*\*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).
- Reflects shares of common stock received in connection with the dividend paid by Sunstone Hotel Investors, Inc. on January 30, 2015 to (1)stockholders of record as of December 31, 2014.
- On May 1, 2015, Sunstone Hotel Investors, Inc. (the "Company") granted and vested 6,068 restricted shares of common stock to the (2) Reporting Person pursuant to its 2004 Long Term Incentive Plan.

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.