Sunstone Hotel Investors, Inc.

Form 4

February 17, 2016

FORM 4

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

1. Name and Giglia Bry	2. Issuer Name and Ticker or Trading Symbol				I	5. Relationship of Reporting Person(s) to Issuer						
			Sunstone Hotel Investors, Inc. [SHO]					(Check all applicable)				
(Last)	(First)	(Middle)			Transaction							
120 VANT	TIS, SUITE 350			Month/Day/Year) 01/29/2016				Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
ALISO VI	Filed(Month/Day/Year) VIEJO, CA 92656				-	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	urities	Acqui	red, Disposed of, o	r Beneficially	Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Ownership II Beneficially Form: I Owned Direct (D) O Following or Indirect (I) Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	01/29/2016			J	3,389.6739	A	<u>(1)</u>	143,240.1729	D			
Common Stock	02/13/2016			F	4,652	D	<u>(2)</u>	138,588.1729	D			
Common Stock	02/15/2016			F	4,954	D	<u>(3)</u>	133,634.1729	D			

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

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SEC 1474 (9-02)

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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 and	d 8.	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amount of	f De	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Se	curity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Ir	nstr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A	4		
									ount		
						Date	Expiration	or T'(1 N			
						Exercisable	Date		nber		
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			Shai	res		

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. 02/17/2016 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 29, 2016 to stockholders of record as of December 31, 2015.
- On February 13, 2016, 12,453 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 13, 2015) vested, and 4,652 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 12, 2016 (as February 13, 2016 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.94 per share.
- On February 15, 2016, 13,183 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 15, 2013) vested, and 4,954 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 12, 2016 (as February 15, 2016 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.94 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.

Reporting Owners 2

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