Sunstone Hotel Investors, Inc.

Form 4

March 14, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoffman Marc Andrew			ssuer Name and ool	l Ticker or	Tradir	ng	5. Relationship of Reporting Person(s) to Issuer			
			stone Hotel I		Inc.	[SHO]	(Check all applicable)			
(Last)	(First)	Middle) 3. Da	te of Earliest T	ransaction						
			nth/Day/Year)				Director		Owner	
120 VANTIS, SUITE 350			1/2016				_X_ Officer (give below)	title Othe	r (specify	
							· · · · · · · · · · · · · · · · · · ·	Operating Office	er	
(Street)			Amendment, Da	ate Origina	1		6. Individual or Joint/Group Filing(Check			
		Filed	(Month/Day/Year	r)			Applicable Line) _X_ Form filed by C	1 0		
ALISO VII	EJO, CA 92656						Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Гable I - Non-I	Derivative	Secur	ities Acc	quired, Disposed of	, or Beneficiall	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security (Month/Day/Year) Execution I			, if Transaction	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	Form: Direct Benef	Beneficial	
		(Month/Day/Ye	ar) (Instr. 8)				Owned Following	(D) or	Ownership	
					(A)		Reported Transaction(s)	Indirect (I) (Instr. 4)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	03/11/2016		S	38,070	D	\$ 13.6	246,709.2456	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

13.6

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. Transaction Code (Instr. 8)	of		ate	Amou Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffman Marc Andrew 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

Chief Operating Officer

Signatures

/s/ Marc A. Hoffman 03/14/2016

**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).

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.

Reporting Owners 2