Sunstone Hotel Investors, Inc.

Form 4

February 15, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average

burden hours per

response...

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or

Check this box

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).

Common

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person \*

02/13/2017

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Indirect (I) Ownershing Reported (Instr. 4) (Instr. 4)	Giglia Bryan Albert			2. Issuer Name and Ticker or Trading Symbol				ıg	Issuer			
(Month/Day/Year) 120 VANTIS, SUITE 350  (Month/Day/Year) 02/13/2017  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  ALISO VIEJO, CA 92656  (City) (State)  (State)  (Zip)  Table I - Non-Derivative Securities  Table I - Non-Derivative Securities  Security (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  (Month/Day/Year)				Sunston	e Hotel I	nvestors,	Inc.	[SHO]	(Chec	ck all applicable	2)	
120 VANTIS, SUITE 350  02/13/2017  02/13/2017  02/13/2017  02/13/2017  02/13/2017  02/13/2017  05	(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
(Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  ALISO VIEJO, CA 92656  (City)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of 2. Transaction Date Security (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  3. 4. Securities  5. Amount of 6. Ownership 7. Nature Security (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  Owned Following Indirect (I) Ownership Reported  (Instr. 4)				(Month/D	ay/Year)							
Chief Financial Officer  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  Applicable Line) _X_ 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 (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)  (Street)  4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person  ALISO VIEJO, CA 92656  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  Owned Following Indirect (I) Ownership Reported  (Instr. 4)	120 VANTI	S, SUITE 350		02/13/20	017						er (specify	
ALISO VIEJO, CA 92656  (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1.Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 4)	(Street)								,			
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(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of 2. Transaction Date Security (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4)  Person  7. Nature Securities Securities Acquired, Disposed of, or Beneficially Owned  6. Ownership 7. Nature Security (D) or Beneficially (D) or Beneficial		Filed(Mon	Filed(Month/Day/Year)				**					
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Indirect (I) Ownership (Instr. 4)	ALISO VIE	JO, CA 92656								More than One Re	porting	
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Indirect (I) Ownershi (Instr. 4)	(City)	(State)	(Zip)	Table	e I - Non-D	erivative (	Securi	ities Ac	equired, Disposed of	f, or Beneficial	ly Owned	
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(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Indirect (I) Ownershing Reported (Instr. 4) (Instr. 4)	Security	(Month/Day/Year	) Execution	on Date, if					Securities		Indirect	
Reported (Instr. 4) (Instr. 4)	(Instr. 3)		•					·	•	` '	Beneficial	
$(\Delta)$			(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Č	` '	Ownership	
(12) Transaction(s)							(A)		Transaction(s)	(Instr. 4)	(Instr. 4)	
or (Instr. 3 and 4)							or		` '			
Code V Amount (D) Price (Hist. 5 and 4)					Code V	Amount	(D)	Price	(mour o und 1)			

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

F

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.

199,549.1729

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

6.840 D

(1)

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

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **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.
Giglia

\*\*Signature of Date

\*\*Signature of 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 13, 2017, 12,453 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 13, 2015) vested, and 6,840 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 13, 2017 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$15.38 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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