Edgar Filing: Locker Keith - Form 4

Locker Keith Form 4 May 03, 201	2									
FORN Check th	UNITEDS	Washington, D.C. 20549							PROVAL 3235-0287 January 31,	
if no long subject to Section 1 Form 4 or	.6. SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 average rs per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c) Form 5 obligations May continue. See Instruction 1(c) Form 5 See Instruction 1(c) Form 5 See Instruction 1(c) Form 5 See Instruction 1(c) See Instruction 1(c)							0.0			
(Print or Type I	Responses)									
Locker Keith Sym			2. Issuer Name and Ticker or Trading Symbol Sunstone Hotel Investors, Inc. [SHO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M				Inc. [SHOJ	(Chec	k all applicable	e)	
(N			3. Date of Earliest Transaction (Month/Day/Year) 05/02/2012				X_ Director10% Owner Officer (give titleOther (specify below) below)			
	f Amendment, Date Original d(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person 					
ALISO VIEJO, CA 92656 Form filed by More than One Reporting Person						porting				
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative S	ecurit	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	str. 8) (Instr. 3, 4 and 5) Owned Following (A) Transaction(s (Instr. 3, 4 and 5) (A) Great Control (Instr. 3, and 4		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	05/02/2012		A	Amount 3,040	(D) A	Price (<u>1)</u>	43,710	D		
Common Stock	05/02/2012		А	16,211	A	<u>(2)</u>	59,921	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)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount Underlyi Securitie (Instr. 3	of ing es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
Locker Keith 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656	Х							
Signatures /s/ Keith M. Locker	05/03/2012							

**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).

On May 2, 2012, Sunstone Hotel Investors, Inc. (the "Company") granted 3,040 restricted shares of common stock to the Reporting

- Person pursuant to its 2004 Long-Term Incentive Plan in connection with the Reporting Person's service as Independent Chairman of the (1) Board of Directors from November 7, 2011 through the Company's 2012 Annual Meeting of Shareholders. Such shares will vest in three equal annual installments, with the first vesting to occur on the date of the Company's 2012 Annual Meeting of Shareholders.
- On May 2, 2012, Sunstone Hotel Investors, Inc. (the "Company") granted 16,211 restricted shares of common stock to the Reporting (2) Person pursuant to its 2004 Long-Term Incentive Plan. Such shares will vest in three equal annual installments, with the first vesting to occur on the date of the Company's 2013 Annual Meeting of Shareholders.

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.