

MAHAFFEY JACK L
 Form 4/A
 April 10, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MAHAFFEY JACK L

(Last) (First) (Middle)

2600 SOUTH GESSNER, SUITE 500

(Street)

HOUSTON, TX 77063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Whitestone REIT [WSR]

3. Date of Earliest Transaction (Month/Day/Year)
 10/06/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/14/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	10/06/2011		A		10,760	A	11
					38,170	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)

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Operating Partnership Units	<u>(2)</u>	10/06/2011		D ⁽¹⁾	10,760	<u>(2)</u> <u>(3)</u>	Common Shares	10,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHAFFEY JACK L 2600 SOUTH GESSNER, SUITE 500 HOUSTON, TX 77063		X		

Signatures

/s/ David K. Holeman, Attorney-in-Fact for Jack L. Mahaffey 04/10/2013

**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).
- This amended Form 4 is being filed to add information regarding the reporting person's receipt of 10,760 Class B Common Shares in exchange for 10,760 units of limited partnership interest ("OP Units") in Whitestone REIT Operating Partnership, L.P. (the "Operating Partnership"), of which the Issuer is the general partner, in an issuer exchange offer. The designation of Class B Common Shares was changed to "Common Shares" on June 27, 2012.
- (1) OP Units are redeemable for an equal number of the Issuer's Common Shares or, at the election of the Issuer, cash equal to the fair market value of such shares.
 - (2) OP Units have no expiration date.
 - (3) On August 24, 2011, the OP Units were split 3-for-1, resulting in the reporting person's current ownership of OP Units.

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.