Sunstone Hotel Investors, Inc.

Form 4

February 19, 2015

## FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or 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 Address of Reporting Person * Monge Lindsay Newton			2. Issuer Name a Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	Sunstone Hotel Investors, Inc. [SHO]  (Check all ap		k all applicable)				
120 VANTIS, SUITE 350			(Month/Day/Year) 02/19/2015		Director 10% Owner Other (specify below) SVP - Treasurer				
(Street)			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check				
ALISO VIEJO, CA 92656			Filed(Month/Day/Y	ear)	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	2. Transaction I	Date 2A. Deer	med 3.	4. Securities	5. Amount of	6. Ownership 7. Nature of			

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Owned (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Indirect (I) Ownership

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 02/19/2015 F 3,459 D (1) 103,785.973 D Stock

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.

Following

(Instr. 4)

(Instr. 4)

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

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

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	Amount of Underlying Securities	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
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Monge Lindsay Newton 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

SVP - Treasurer

## **Signatures**

/s/ Lindsay N. 02/19/2015 Monge

\*\*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).

On February 19, 2015, 9,207 restricted shares of common stock (awarded to the Reporting Person on February 19, 2014) vested, and
(1) 3,459 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 19, 2015 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.34 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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