

Hoffman Marc Andrew
 Form 4
 February 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Hoffman Marc Andrew

2. Issuer Name and Ticker or Trading Symbol
 Sunstone Hotel Investors, Inc. [SHO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 120 VANTIS, SUITE 350
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief Operating Officer

ALISO VIEJO, CA 92656

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 (D) Price			
Common Stock	02/15/2013		A	71,146 A (1) 207,126.342	D		
Common Stock	02/16/2013		F	6,995 D (2) 200,131.342	D		
Common Stock	02/17/2013		F	6,917 D (3) 193,214.342	D		
Common Stock	02/18/2013		F	3,279 D (4) 189,935.342	D		
Common Stock	02/15/2013		J	6,588 D (5) 183,347.342	D		

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On February 17, 2013, 18,859 restricted shares of common stock (awarded to the Reporting Person on February 17, 2011) vested, and 6,917 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 15, 2013 (as February 17, 2013 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.79 per share.

- (4) On February 18, 2013, 8,942 restricted shares of common stock (awarded to the Reporting Person on February 18, 2010) vested, and 3,279 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 15, 2013 (as February 18, 2013 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.79 per share.
- (5) On February 15, 2013, the Reporting Person transferred ownership of 6,588 shares of common stock of Sunstone Hotel Investors, Inc. in connection with divorce proceedings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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