BATINOVICH ANDREW

Form 4 May 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

05/02/2012

(Print or Type Responses)

1. Name and Address of Reporting Person *

BATINOVICH ANDREW		Symbol	Symbol Sunstone Hotel Investors, Inc. [SHO]				Issuer (Check all applicable)			
(Last)	(First) (M	Middle) 3. Date of	3. Date of Earliest Transaction			(Check an applicable)				
120 VANTIS	S, SUITE 350	/Day/Year) /2012				_X_ Director 10% Owner Officer (give title below) Other (specify below)				
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
ALISO VIE	JO, CA 92656	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
TILISO VIL	70, 611 72030						Person			
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	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 Indirect Beneficial Ownership (Instr. 4)	
Common										

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

A

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.

25,198

D

10,132 A

<u>(2)</u>

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
BATINOVICH ANDREW 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656	X						

Signatures

/s/ Andrew

Batinovich 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 5,066 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 on the 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 10,132 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.

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