Hoffman Marc Andrew Form 4 February 12, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoffman Marc Andrew			2. Issuer Symbol	r Name and	Ticker or	Tradir	ıg	5. Relationship of Reporting Person(s) to Issuer			
			Sunstone Hotel Investors, Inc. [SHO]					(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction					(C 3FF			
200 CDECT	(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify					
200 SPECTRUM CENTER DRIVE, 21ST FLOOR			02/08/20	019				below) below)			
DRIVE, 213						Chief Operating Officer					
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mor	nth/Day/Year)			Applicable Line)					
						X Form filed by One Reporting Person Form filed by More than One Reporting					
IRVINE, CA 92618								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deer	2A. Deemed		3. 4. Securities Acquired				5. Amount of 6.		
Security	(Month/Day/Year)		on Date, if					Securities		Indirect	
(Instr. 3) any (Month/			Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)			Beneficially Owned Following	Form: Direct Beneficition (D) or Owners	Ownership	
	• , , , , , , , , , , , , , , , , , , ,		<i>-</i>)	Reported	Indirect (I)	(Instr. 4)					
						(A) or		Transaction(s)	(Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/08/2019			A	86,709	A	<u>(1)</u>	398,232.5179	D		
Common	02/09/2019			F	13,763	D	<u>(2)</u>	384,469.5179	D		

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.

Edgar Filing: Hoffman Marc Andrew - Form 4

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration sable Date	T:41-	or Namel		
								0	Number		
				C-1- V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hoffman Marc Andrew 200 SPECTRUM CENTER DRIVE 21ST FLOOR **IRVINE, CA 92618**

Chief Operating Officer

Signatures

/s/ Marc A. 02/12/2019 Hoffman

**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 8, 2019, Sunstone Hotel Investors, Inc. (the "Company") granted 86,709 restricted shares of common stock to the Reporting (1) Person pursuant to its 2004 Long-Term Incentive Plan. Such shares are subject to the satisfaction of vesting requirements over a three-year period.

On February 9, 2019, 26,348 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 9, 2018) vested, and 13,763 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 8, 2019 (as February 9, 2019 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$14.33 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.

Reporting Owners 2