

Keating Donald F  
Form 4  
October 14, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Keating Donald F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2600 SOUTH GESSNER, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2008

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

(Street)

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

HOUSTON, TX 77063

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Shares	10/06/2011		S	594	D	14,217	D
Class B Common Shares	10/06/2011		A	5,933 (1)	A	7,933	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

Edgar Filing: Keating Donald F - Form 4

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Operating Partnership Units <sup>(2)</sup>	<sup>(4)</sup>	08/21/2008		<u>J<sup>(3)</sup></u>	5,735.75	<sup>(4)</sup> <sup>(5)</sup>	<sup>(4)</sup> <sup>(5)</sup>	Common Shares	5,735.75
Operating Partnership Units <sup>(2)</sup>	<sup>(4)</sup>	04/27/2009		<u>J<sup>(3)</sup></u>	181.087	<sup>(4)</sup> <sup>(5)</sup>	<sup>(4)</sup> <sup>(5)</sup>	Common Shares	181.087 <sup>(6)</sup>
Operating Partnership Units <sup>(2)</sup>	<sup>(1)</sup>	10/06/2011		S	5,339	<sup>(4)</sup> <sup>(5)</sup>	<sup>(4)</sup> <sup>(5)</sup>	Common Shares	5,339 <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Keating Donald F 2600 SOUTH GESSNER, SUITE 500 HOUSTON, TX 77063	X
--	---

## Signatures

/s/ David K. Holeman, Attorney-in-Fact for Donald F. Keating	10/14/2011
---	------------

**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).
- (1) The reporting person disposed of 594 Class A common shares and 5,339 OP units in exchange for 5,933 Class B common shares in an issuer exchange offer.
- (2) Limited partnership interests in Whitestone REIT Operating Partnership, L.P. ("OP Units").
- (3) Pro rata distribution from Hartman Income REIT, of which the reporting person was a shareholder.
- (4) The OP units are convertible into cash or, at the Company's option, common shares of the Company.
- (5) There is no expiration date.
- (6) Common shares of beneficial interest, par value \$.001 per share.

## Edgar Filing: Keating Donald F - Form 4

(7) On 08/24/11, 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.