

Sunstone Hotel Investors, Inc.
 Form 4
 February 17, 2016

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 *
 Arabia John V

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

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2015		J		1,825.2419	A	(1) 484,607.7262
Common Stock	01/29/2016		J		24,975.9486	A	(2) 509,583.6748
Common Stock	02/13/2016		F		6,286	D	(3) 503,297.6748
Common Stock	02/15/2016		F		8,912	D	(4) 494,385.6748
Common Stock	02/15/2016		F		10,683	D	(5) 483,702.6748

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obligations. The closing price on February 12, 2016 (as February 13, 2016 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.94 per share.

- (4) On February 15, 2016, 23,715 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 15, 2013) vested, and 8,912 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 12, 2016 (as February 15, 2016 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.94 per share.

- (5) On February 15, 2016, 25,751 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 15, 2013) vested, and 10,683 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 12, 2016 (as February 15, 2016 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$11.94 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.

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