

Sunstone Hotel Investors, Inc.
 Form 4
 February 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Springer Robert C

(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)

Chief Investment Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/30/2015		J		907.077	A	(1) 150,752.077
Common Stock	02/13/2015		A		33,371	A	(2) 184,123.077
Common Stock	02/15/2015		F		6,716	D	(3) 177,407.077
Common Stock	02/16/2015		F		5,051	D	(4) 172,356.077
Common Stock	02/17/2015		F		5,637	D	(5) 166,719.077

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

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Owned Beneficially. Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Lists Springer Robert C with relationships: Director, 10% Owner, Officer, Chief Investment Officer, Other.

Signatures

/s/ Robert C. Springer 02/18/2015
**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) Reflects shares of common stock received in connection with the dividend paid by Sunstone Hotel Investors, Inc. on January 30, 2015 to stockholders of record as of December 31, 2014.
(2) On February 13, 2015, Sunstone Hotel Investors, Inc. (the "Company") granted 33,371 restricted shares of common stock to the Reporting Person pursuant to its 2004 Long-Term Incentive Plan. Such shares are subject to the satisfaction of vesting requirements over a three-year period.
(3) On February 15, 2015, 17,612 restricted shares of common stock (awarded to the Reporting Person on February 15, 2013) vested, and 6,716 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 13, 2015 (as February

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15, 2015 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.49 per share.

On February 16, 2015, 13,441 restricted shares of common stock (awarded to the Reporting Person on February 16, 2012) vested, and

- (4) 5,051 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 13, 2015 (as February 16, 2015 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.49 per share.

On February 17, 2015, 15,000 restricted shares of common stock (awarded to the Reporting Person on February 17, 2011) vested, and

- (5) 5,637 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 17, 2015 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$17.41 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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