Giglia Bryan Albert Form 4 February 19, 2019

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

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if no longer

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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

See Instruction 1(b).

may continue.

(Print or Type Responses)

1. Name and A Giglia Brya	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
	Sunstone Hotel Investors, Inc. [SHO]						(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						(2000)			
CDECTRIM	(Month/Day/Year)						Director 10% Owner X Officer (give title Other (specify					
SPECTRUM CENTER DRIVE, 21ST FLOOR			02/17/2019						below) below)			
DIG ( L), 21,							Chief Financial Officer					
		. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year)							Applicable Line) _X_ Form filed by One Reporting Person					
IRVINE, CA 92618									Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of				1						6.	7. Nature of	
Security (Month/Day/Year) Execution (Instr. 3) any			on Date, if	n(A) or Dis (D)	sposed	of	Securities Beneficially		Indirect Beneficial			
· ` · · · · · · · · · · · · · · · · · ·			Day/Year)	Code (D) (Instr. 8) (Instr. 3, 4 and 5)				5)	Owned Following	(D) or Ownership	Ownership	
						(A)			Reported Transaction(s)	Indirect (I) (Instr. (Instr. 4)	(Instr. 4)	
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115111 1)		
C				Code	•	7 timount	(D)	Trice				
Common Stock	02/17/2019			F		12,325	D	(1)	321,164.1729	D		
Common Stock	02/18/2019			F		13,630	D	<u>(2)</u>	307,534.1729	D		

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	er Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Giglia Bryan Albert SPECTRUM CENTER DRIVE 21ST FLOOR **IRVINE, CA 92618** 

Chief Financial Officer

### **Signatures**

/s/ Bryan A. 02/19/2019 Giglia

Date \*\*Signature of 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 17, 2019, 23,411 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 17, 2017) vested, and 12,325 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 15, 2019 (as February 17, 2019 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$14.65 per share.
- On February 18, 2019, 25,888 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 18, 2016) vested, and 13,630 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 15, 2019 (as February 18, 2019 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$14.65 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