Sunstone Hotel Investors, Inc.

Form 4

February 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

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5. Relationship of Reporting Person(s) to

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Arabia John V			Symbol						Issuer				
	Sunstone Hotel Investors, Inc. [SHO]						(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction										
	(Month/Day/Year)						X Director 10% Owner						
120 VANTIS, SUITE 350			02/18/2016						X Officer (give title Other (specify				
, 				02/10/2010					below) below)				
							President & CEO						
	(Street)		4. If Amo	endment, I	Эa	te Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mo	Filed(Month/Day/Year)					Applicable Line)				
			,	,			_X_ Form filed by One Reporting Person						
ALISO VIE	EIO CA 02656							Form filed by More than One Reporting					
ALISO VIEJO, CA 92656									Person				
(City)	(State)	(Zip)	Tab	le I - Non	-D	erivative S	ecurit	ies Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Dat	te 2A. Deer	ned	3.		4. Securitie	s Acq	uired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)) Execution	on Date, if Transaction(A) or Disposed of (D)						Securities	Ownership	Indirect		
(Instr. 3)		Code		(Instr. 3, 4 a			Beneficially Form: Benefi						
	Day/Year)	ay/Year) (Instr. 8)					Owned Following	Ownership					
							()		Reported	or Indirect	(Instr. 4)		
							(A)		Transaction(s)	(I)			
				Code V	7	Amaunt	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)			
				Code v	′	Amount	(D)	Price					
Common	02/10/2016					211 (11		(1)	(75.100.6740	ъ			
Stock	02/18/2016			Α		211,644	A	<u>(1)</u>	675,102.6748	D			
200011													
Common	02/19/2016			F		0.059	D	(2)	666 011 6710	D			
Stock	02/19/2010			Г		9,058	ע	<u>(2)</u>	666,044.6748	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		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date	Expiration	Title	Number		
						Exercisable Date	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Arabia John V								
120 VANTIS	X		President & CEO					
SUITE 350	Λ		riesiueiii & CEO					
ALISO VIEJO, CA 92656								

Signatures

Reporting Person

/s/ John V. 02/22/2016 Arabia **Signature of 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).

On February 18, 2016, Sunstone Hotel Investors, Inc. (the "Company") granted 211,644 restricted shares of common stock to the (1) 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.

On February 19, 2016, 17,361 restricted shares of common stock of Sunstone Hotel Investors, Inc. (awarded to the Reporting Person on February 19, 2014) vested, and 9,058 shares of common stock of Sunstone Hotel Investors, Inc. were withheld to satisfy tax withholding obligations. The closing price on February 19, 2016 of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was \$12.23 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.

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