Hoffman Marc Andrew
Form 4
February 19, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hoffman Marc Andrew

(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)
02/15/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP - Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/15/2013		A		71,146	A	(1)	207,126.342	D	
Common Stock	02/16/2013		F		6,995	D	(2)	200,131.342	D	
Common Stock	02/17/2013		F		6,917	D	(3)	193,214.342	D	
Common Stock	02/18/2013		F		3,279	D	(4)	189,935.342	D	
Common Stock	02/15/2013		J		6,588	D	(5)	183,347.342	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 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoffman Marc Andrew 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656			EVP - Chief Operating Officer	

Signatures

/s/ Marc A. Hoffman	02/19/2013
**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) On February 15, 2013, Sunstone Hotel Investors, Inc. (the "Company") granted 71,146 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.

(2) On February 16, 2013, 17,922 restricted shares of common stock (awarded to the Reporting Person on February 16, 2012) vested, and 6,995 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 15, 2013 (as February 16, 2013 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was $11.79 per share.

(3)

On February 17, 2013, 18,859 restricted shares of common stock (awarded to the Reporting Person on February 17, 2011) vested, and 6,917 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 15, 2013 (as February 17, 2013 fell on a weekend) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was $11.79 per share.

(4) On February 18, 2013, 8,942 restricted shares of common stock (awarded to the Reporting Person on February 18, 2010) vested, and 3,279 shares of common stock were withheld to satisfy tax withholding obligations. The closing price on February 15, 2013 (as February 18, 2013 fell on a holiday) of common stock of Sunstone Hotel Investors, Inc. on the New York Stock Exchange was $11.79 per share.

(5) On February 15, 2013, the Reporting Person transferred ownership of 6,588 shares of common stock of Sunstone Hotel Investors, Inc. in connection with divorce proceedings.

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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