

GELLER LAURENCE S
Form 4
January 03, 2008

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 *
GELLER LAURENCE S

2. Issuer Name and Ticker or Trading Symbol
STRATEGIC HOTELS & RESORTS, INC [BEE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 WEST MADISON STREET, SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2007

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

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 (D) Price		
Common Stock	12/31/2007		A		57,463 (1) (2)	A	\$ 0 586,324 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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
GELLER LAURENCE S 200 WEST MADISON STREET SUITE 1700 CHICAGO, IL 60606	X		President and CEO	

Signatures

By: /s/ Paula C. Maggio as Attorney-in-Fact 01/03/2008

__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).
- Common stock in the form of restricted stock units under the 2004 Incentive Plan payable solely in stock and subject to the terms and conditions of the 2004 Incentive Plan and the grant document implementing the provisions of the amended and restated employment agreement dated as of September 7, 2006 between Laurence Geller and Strategic Hotels & Resorts, Inc. ("Geller Employment Agreement"). The number of restricted stock units earned on December 31, 2007 as performance shares under the Geller Employment Agreement is based 33% on relative total shareholder return and 67% on achievement of budgeted FFO.

- (1) Because FFO for 2007 has not yet been determined, the number set forth as acquired is the number earned based on achievement of relative total shareholder return plus reinvested dividend equivalent units (15,887) and the maximum possible number that could be earned under the Geller Employment Agreement for the FFO portion of the performance award for 2007 performance plus reinvested dividend equivalent units (41,576). An amended Form 4 will be filed after FFO for 2007 has been determined if the FFO portion of the performance award is less than the maximum.

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.