Klein David M Form 4 February 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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obligations may continue. See Instruction

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

1(b).

Common

Stock

02/09/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Klein David M			2. Issuer Name and Ticker or Trading Symbol Sunstone Hotel Investors, Inc. [SHO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			(Month/D	ay/Year)			Director		Owner	
120 VANTIS, SUITE 350			02/09/20	018			_X_ Officer (give title Other (specify below)			
							SVP -	- General Couns	ei	
	(Street)		4. If Amer	ndment, Da	te Original		6. Individual or J	oint/Group Filir	ng(Check	
			Filed(Mon	th/Day/Year))		Applicable Line) _X_ Form filed by	One Reporting Pe	erson	
ALISO VIE	JO, CA 92656						Form filed by Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq				quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Da	te 2A. Dee	emed	3.	4. Securiti	es Acquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execut		e) Execution	on Date, if Transaction(A) or Disposed of			posed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s)			
				Code V	Amount		(Instr. 3 and 4)			

Code V

A

Amount

33,200

Α

Price

<u>(1)</u>

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

65,565

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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	int of rlying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Klein David M 120 VANTIS SUITE 350 ALISO VIEJO, CA 92656

SVP - General Counsel

Signatures

/s/ David M. 02/13/2018 Klein

**Signature of Date 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 9, 2018, Sunstone Hotel Investors, Inc. (the "Company") granted 33,200 restricted shares of common stock to the Reporting

(1) Person pursuant to its 2004 Long-Term Incentive Plan. Such shares are subject to the satisfaction of vesting requirements over a three-year period.

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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