

Sunstone Hotel Investors, Inc.
Form 4/A
November 22, 2004

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sunstone Hotel Investors, L.L.C.

2. Issuer Name **and** Ticker or Trading
Symbol
Sunstone Hotel Investors, Inc. [SHO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
13155 NOEL ROAD, SUITE 700
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/26/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security	(D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Sunstone Hotel Partnership, LLC Units (Right to acquire)	(1)			10/26/2004	S	12,247,984	(1)	(1)	Sunstone Hotel Investors, Inc. Common Stock
									12,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sunstone Hotel Investors, L.L.C. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook Real Estate Fund III, L.P. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook Real Estate Co-Investment Partnership III, L.P. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook SHP L.L.C. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook Sunstone Investors, L.L.C. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook Real Estate Partners Management III, L.L.C. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
Westbrook Real Estate Fund IV, L.P. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240		X		
		X		

Westbrook Real Estate Co-Investment Partnership IV, L.P.
13155 NOEL ROAD
SUITE 700
DALLAS, TX 75240

Westbrook Real Estate Partners Management IV, L.L.C.
13155 NOEL ROAD
SUITE 700
DALLAS, TX 75240

X

Sunstone/WB Manhattan Beach, LLC
13155 NOEL ROAD
SUITE 700
DALLAS, TX 75240

X

Signatures

See signatures attached as
Exhibit 99.1

11/22/2004

__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) Holders of Units are entitled to present them for redemption for a cash amount equal to the then-fair market value of an equal number of shares of Sunstone Hotel Investors, Inc. or, in Sunstone Hotel Investors, Inc.'s sole discretion, an equal number of shares of Common Stock. Units are immediately eligible to be presented for redemption or become eligible at various times through October 22, 2005.
- (2) The initial public offering price of \$17 less the underwriting discount paid by Sunstone Hotel Investors, Inc.
- (3) Consists of 3,100,975 Units directly owned by Sunstone Hotel Investors, L.L.C., 615,896 Units directly owned by WB Hotel Investors, LLC, 2,606,302 Units directly owned by Sunstone/WB Hotel Investors IV, LLC and 541,399 Units directly owned by Sunstone/WB Manhattan Beach.
- (4) Each of the entities set forth in Exhibit 99.1 may be deemed to indirectly beneficially own such securities.

Remarks:

This Form 4 is being filed by the entities listed on Exhibit 99.1 to this Form 4 (the "Reporting Persons"). The Reporting Person

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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