

Sunstone Hotel Investors, Inc.
Form 3/A
February 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Wagner William M

(Last) (First) (Middle)

903 CALLE
AMANECER, SUITE 100

(Street)

SAN
CLEMENTE, CA 92673

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/30/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SVP & Chief Accounting Officer

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

06/07/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

9,787 ⁽¹⁾

D

^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner William M 903 CALLE AMANECER SUITE 100 SAN CLEMENTE, CA 92673	Å	Å	Å SVP & Chief Accounting Officer	Å

Signatures

/s/ William M.
Wagner

02/09/2007

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares include 1,053 shares that were omitted from the Reporting Person's original Form 3 and also were omitted from Forms 4 filed by the Reporting Person prior to the date of the filing of this amended Form 3. These 1,053 shares are subject to the satisfaction of

(1) vesting conditions with vesting occurring on October 26, 2006 and each anniversary of October 26 through and including October 26, 2009. The remaining 8,684 of these shares are subject to the satisfaction of vesting conditions over a three year period, with the first vesting occurring on February 9, 2007.

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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