

Sunstone Hotel Investors, Inc.
 Form 3
 October 20, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Sunstone Hotel Investors, L.L.C. | | | (Month/Day/Year) | Sunstone Hotel Investors, Inc. [SHO] | |
| (Last) | (First) | (Middle) | 10/20/2004 | | |
| 13155 NOEL ROAD, SUITE 700 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| DALLAS, TX 75240 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 ⁽¹⁾ | 100 | I | See footnote ⁽²⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Sunstone Hotel Investors, Inc. - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

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 | ^ | ^ |
| WB Hotel Investors, LLC 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 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 | ^ | ^ |
| Westbrook Real Estate Co-Investment Partnership IV, L.P. 13155 NOEL ROAD SUITE 700 DALLAS, TX 75240 | ^ | ^ X | ^ | ^ |
| 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

Â Â X Â Â

Signatures

Patrick K. Fox 10/20/2004

**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).

This Form 3 is being filed by the entities listed on Exhibit 99.2 to this Form 3 (the "Reporting Persons"). The Reporting Persons may be

- (1) deemed to constitute a "group" for purposes of Section 13(d) of the Exchange Act. Because the SEC's electronic filing system will not allow more than ten joint filers on one Form 3, the holdings of the Reporting Persons are being reported on two identical Form 3s.
- (2) See Exhibit 99.1

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.