Sunstone Hotel Investors, Inc. Form SC 13D/A December 02, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4)

Sunstone Hotel Investors, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

867892101

(CUSIP Number)

Sunstone Hotel Investors, L.L.C.

903 Calle Amanecer, Suite 100

San Clemente, California 92673

Attn: Jon D. Kline

(949) 369-4000

with a copy to:

Patrick K. Fox, Esq.

General Counsel

Westbrook Real Estate Partners, L.L.C.

13155 Noel Road, Suite 700

Dallas, Texas 75240

(972) 934-7404

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 23, 2005

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ".

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

C	US	ΙÞ	N	n	86	78	92	1	U.	1
v		ш	1 7	· / ·	α	/ ()	7		•	ı

1.	NAME OF REPORTING PERSON
2.	Sunstone Hotel Investors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
	(a) "
3.	(b) x SEC Use Only
4.	SOURCE OF FUNDS
5.	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6.	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware 7. SOLE VOTING POWER
Nu	mber Of
	Shares -0- 8. SHARED VOTING POWER
Ber	neficially
	evned By -0- 9. SOLE DISPOSITIVE POWER
Re	eporting
	Person -0- 10. SHARED DISPOSITIVE POWER
	With
11.	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14. TYPE OF REPORTING PERSON

	CUSIP	No.	867	8921	01
--	-------	-----	-----	------	----

1. NAME OF REPORTING PERSON
WB Hotel Investors, LLC 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) "
(b) x 3. SEC Use Only
4. SOURCE OF FUNDS
OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware 7. SOLE VOTING POWER
Number Of
Shares -0- 8. SHARED VOTING POWER
Beneficially
Owned By -0-
9. SOLE DISPOSITIVE POWER Each
Reporting
Person -0- 10. SHARED DISPOSITIVE POWER
With
-0- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14. TYPE OF REPORTING PERSON

	CUSIP	No.	867	8921	01
--	-------	-----	-----	------	----

1.	NAME OF REPORTING PERSON
2.	Sunstone/WB Hotel Investors IV, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
	(a) "
3.	(b) x SEC Use Only
4.	SOURCE OF FUNDS
5.	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6.	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware 7. SOLE VOTING POWER
Nu	mber Of
,	Shares -0- 8. SHARED VOTING POWER
Beı	neficially
Ov	vned By -0-
	9. SOLE DISPOSITIVE POWER Each
Re	eporting
I	Person -0- 10. SHARED DISPOSITIVE POWER
	With
11.	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14. TYPE OF REPORTING PERSON

CUSIP	Nο	867	18921	01

1. NAME OF REPORTING PERSON
Sunstone/WB Manhattan Beach, LLC 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) "
(b) x 3. SEC Use Only
4. SOURCE OF FUNDS
OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware 7. SOLE VOTING POWER
Number Of
Shares -0- 8. SHARED VOTING POWER
Beneficially
Owned By -0-
9. SOLE DISPOSITIVE POWER Each
Reporting
Person -0- 10. SHARED DISPOSITIVE POWER
With
-0- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14. TYPE OF REPORTING PERSON

	CUSIP	No.	867	8921	01
--	-------	-----	-----	------	----

1.	NAME OF	F REF	PORTING PERSON
2.			eal Estate Partners, L.L.C. PPROPRIATE BOX IF A MEMBER OF A GROUP:
	(a) "		
3.	(b) x SEC Use C	Only	
4.	SOURCE	OF F	UNDS
			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) OR PLACE OF ORGANIZATION
	Delaware		SOLE VOTING POWER
Nu	ımber Of		
5	Shares	8.	-0- SHARED VOTING POWER
Ber	neficially		
Ov	wned By		-0-
	Each	9.	SOLE DISPOSITIVE POWER
Re	eporting		
I	Person	10.	-0- SHARED DISPOSITIVE POWER
	With		
11.	AGGREGA	ATE	-0- AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14. TYPE OF REPORTING PERSON

CI	JS	ΙP	No	١ ۶	36	78	92	1 (1	1

1.	NAME O	F REI	PORTING PERSON
2.			unstone Investors, LLC APPROPRIATE BOX IF A MEMBER OF A GROUP:
	(a) "		
3.	(b) x SEC Use (Only	
4.	SOURCE	OF F	UNDS
5.	OO CHECK II	F DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6.	CITIZENS	SHIP	OR PLACE OF ORGANIZATION
	Delawar		SOLE VOTING POWER
Nu	mber Of		
5	Shares	8.	-0- SHARED VOTING POWER
Ber	neficially		
Ov	wned By		-0-
	Each	9.	SOLE DISPOSITIVE POWER
Re	eporting		
I	Person	10.	-0- SHARED DISPOSITIVE POWER
	With		
11.	AGGREG	ATE	-()- AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

00

CUSIP No. 867892101

1.	NAME C)F RE	PORTING PERSON						
2.	CHECK		SHP, LLC APPROPRIATE BOX IF A MEMBER OF A GROUP:						
3.	(a) " (b) x SEC Use	Only							
4.	SOURCE	E OF F	UNDS						
5.	OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)								
6.	6. CITIZENSHIP OR PLACE OF ORGANIZATION								
	Delawa		SOLE VOTING POWER						
Nu	mber Of								
	Shares	8.	-0- SHARED VOTING POWER						
Ben	eficially								
	ned By Each	9.	-0- SOLE DISPOSITIVE POWER						
Re	porting								
	erson	10.	-0- SHARED DISPOSITIVE POWER						
	With								
11.	AGGREG	GATE	-0- AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

	CUSIP	No.	867	8921	101
--	-------	-----	-----	------	-----

1.	NAME OF REPORTING PERSON							
2.	Westbrook Real Estate Partners Management III, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:							
	(a) "							
3.	(b) x SEC Use Only							
4.	SOURCE OF FUNDS							
5.	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
6.	6. CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware 7. SOLE VOTING POWER							
Nu	mber Of							
5	Shares -0- 8. SHARED VOTING POWER							
Ber	neficially							
	vned By -0- Each 9. SOLE DISPOSITIVE POWER							
Re	eporting							
	Person -0- 10. SHARED DISPOSITIVE POWER With							
	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

C	U	S	ΙP	N	O.	867	789	92.1	10	1

1. NAME OF REPORTING PERSON						
Westbrook Real Estate Fund III, L.P. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) "						
(b) x 3. SEC Use Only						
4. SOURCE OF FUNDS						
OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6. CITIZENSHIP OR PLACE OF ORGANIZATION						
Delaware 7. SOLE VOTING POWER						
Number Of Shares -0- 8. SHARED VOTING POWER Beneficially						
Owned By -0- 9. SOLE DISPOSITIVE POWER						
Reporting Person -0- 10. SHARED DISPOSITIVE POWER With						
-0- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						

- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

PN

CU	CUSIP No. 867892101				
1.	NAME OF REPORTING PERSON				
2.	Westbrook Real Estate Co-Investment Partnership III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:				
	(a) "				
3.	(b) x SEC Use Only				
4.	SOURCE OF FUNDS				
5.	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6.	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				