STRATEGIC HOTELS & RESORTS, INC

Form 4 June 18, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 5 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).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SECURITY CAPITAL RESEARCH & MANAGEMENT INC | | | 2. Issuer Name and Ticker or Trading Symbol STRATEGIC HOTELS & RESORTS, INC [BEE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|----------|----------|--|--|--|--|--|
| (Last) 10 SOUTH D STREET, SU | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/17/2009 | Director 10% Owner Officer (give titleX_ Other (specify below) below) Previously was 10% owner | | | |
| CHICAGO, II | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | unired. Disposed of, or Beneficially Owned | | | |

| | | | | | | - | • | | • |
|------------------------|--|------------------|--------------------------|------------|-----------|--------------|-------------------------|-----------------|-----------------------|
| 1.Title of Security | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if | | | 4. Securit | | equired (A) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | Form: | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Direct (D) | Ownership |
| | | • | | | | | Following | or Indirect | (Instr. 4) |
| | | | | | () | | Reported | (I) | |
| | | | | | (A) | | Transaction(s) | (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 06/17/2009 | | S | 80,000 | D | \$ 1.2069 | 533,600 (1) | D | |
| Common Stock | 06/18/2009 | | S | 34,850 | D | \$ 1.1751 | 498,750 <u>(1)</u> | D | |

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

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | Title Numbe of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

> > Previously was 10%

owner

SECURITY CAPITAL RESEARCH & MANAGEMENT **INC** 10 SOUTH DEARBORN STREET

SUITE 1400

CHICAGO, IL 60603

Signatures

Genine M. 06/18/2009 Dawczak

**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).

Security Capital Research & Management Incorporated ("SC-R&M") is a registered investment adviser which has, pursuant to investment (1) advisory contracts, invested in shares of common stock of Strategic Hotels & Resorts, Inc. on behalf of its clients. Pursuant to Rule 16a-1(a)(2), represents the shares with respect to which SC-R&M has a pecuniary interest.

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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