PREZANT WILLIAM A

Form 4 May 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PREZANT WILLIAM A

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) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 05/24/2012

below)

10% Owner Officer (give title Other (specify

200 WEST MADISON STREET, SUITE 1700

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

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

CHICAGO, IL 60606-3415

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Middle)

3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of 6. Securities Beneficially Owned (D) or Indirect (I) Following

7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (Instr. 4)

Reported (Instr. 4) Transaction(s)

or (D) Price

Code V Amount

(Instr. 3 and 4)

COMMON STOCK

(City)

1. Title of

Security

(Instr. 3)

05/24/2012

14.563 A (1) 6.18

53,261 (2) D

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

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
PREZANT WILLIAM A 200 WEST MADISON STREET SUITE 1700 CHICAGO, IL 60606-3415	X						

Signatures

/s/ Paula C. Maggio as Attorney-in-Fact

05/29/2012

**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).
- Common stock in the form of restricted stock units granted under the Second Amended and Restated 2004 Incentive Plan payable solely in stock and subject to the terms and conditions of the grant document and the Second Amended and Restated 2004 Incentive Plan.
- (2) Includes common stock in the form of restricted stock units.

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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