

Whitestone REIT
Form 4
March 03, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mastandrea Christine J

(Last) (First) (Middle)

2600 S. GESSNER, SUITE 500

(Street)

HOUSTON, TX 77063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Whitestone REIT [WSR]

3. Date of Earliest Transaction
(Month/Day/Year)

03/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
VP STRATEGY & MARKET RESEARCH

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares	03/01/2015		A	Amount (1) 39,200 (A) or (D)	\$ 0 47,200	D	
Common Shares	03/01/2015		A	178,917 (1) (2)	\$ 0 385,513 (3)	I	By Spouse

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

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(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mastandrea Christine J 2600 S. GESSNER, SUITE 500 HOUSTON, TX 77063	VP STRATEGY & MARKET RESEARCH

Signatures

/s/ David K. Holeman, Attorney-in-Fact for Christine J. Mastandrea

03/03/2015

__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).

(1) Represents restricted common shares issued as a result of the vesting of certain performance based restricted common share units previously granted pursuant to the Company's 2008 Long-Term Incentive Ownership Plan. Such restricted common shares are subject to risk of forfeiture and vest as follows: (i) 1/8th on March 31, 2015, 1/8th on June 30, 2015, 1/8th on September 30, 2015, 1/8th on December 31, 2015, 1/8th on March 31, 2016, 1/8th on June 30, 2016, 1/8th on September 30, 2016, and 1/8th on December 31, 2016.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) The end of period holdings for the reporting person's indirectly-owned shares reflects an adjustment from the number reported on previously filed Form 4s because the end of period holdings reported in the prior Form 4s inadvertently included the 8,000 shares directly held by the reporting person (these shares are reported as directly owned in the table above).

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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