

Whitestone REIT
Form 4
July 02, 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 *
Holeman David K

(Last) (First) (Middle)

2600 SOUTH 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)

06/30/2015

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 below) ____ Other (specify below)

CHIEF FINANCIAL OFFICER

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	06/30/2015		F	Amount (1) 5,522	(A) or (D) D Price \$ 13.02 (2)	137,118	D
Common Shares	06/30/2015		A	45,000 (3)	A \$ 0	182,118	D

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Holeman David K 2600 SOUTH GESSNER, SUITE 500 HOUSTON, TX 77063	CHIEF FINANCIAL OFFICER

Signatures

/S/ David K.
Holeman 07/02/2015

__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 common shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of certain restricted common shares previously granted.
- (2) Per share value assigned by the Company to the tax withholding shares based on the closing sales price of the common shares on June 30, 2015, pursuant to the Company's 2008 Long-Term Incentive Plan.
- (3) Represents restricted common share units granted pursuant to the Company's 2008 Long-Term Incentive Ownership Plan. Such restricted common share units are subject to risk of forfeiture and vest as follows: (i) 1/7th on June 30, 2015, 1/7th on September 30, 2015, 1/7th on December 31, 2015, 1/7th on March 31, 2016, 1/7th on June 30, 2016, 1/7th on September 30, 2016, and 1/7th on December 31, 2016.

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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