FLANAGAN THOMAS K

Form 4

February 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * FLANAGAN THOMAS K

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Stone Harbor Emerging Markets

below)

Income Fund [EDF]

Director 10% Owner X_ Officer (give title Other (specify

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

02/08/2012

Executive Vice President

(Check all applicable)

STONE HARBOR INVESTMENT PARTNERS LP, 31 WEST 52ND STREET 16TH FLOOR

(First)

(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

NEW YORK, NY 10019

(City) (State)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

(Middle)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Ownership Beneficially Owned (D) or Following Indirect (I) Reported (Instr. 4)

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

(A) (D) Code V Amount

Transaction(s) (Instr. 3 and 4) Price

Common

Interest

Shares of 02/08/2012 Beneficial

P 525

5,810

D

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

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SEC 1474 (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	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	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

FLANAGAN THOMAS K STONE HARBOR INVESTMENT PARTNERS LP 31 WEST 52ND STREET 16TH FLOOR NEW YORK, NY 10019

Executive Vice President

Signatures

/s/ Thomas K. 02/13/2012 Flanagan

**Signature of Reporting Date 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).

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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