

Whitestone REIT
Form 4
April 07, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASTANDREA JAMES C

(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)

04/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	04/02/2014		A	(A) or (D) Amount (1) 25,414	\$ 0 140,237	D	
Common Shares	04/02/2014		D	(2) 46,667	\$ 0 93,570	D	
Common Shares	04/02/2014		A	(3) 78,693	\$ 0 172,263	D	
Common Shares	04/02/2014		A	(4) 33,333	\$ 0 205,596	D	
Common Shares	04/02/2014		A	(5) 4,000	\$ 0 209,596	I	By Spouse

Edgar Filing: Whitestone REIT - Form 4

Common Shares 04/02/2014 A 4,000
(5) A \$ 0 213,596 I By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 3)
				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 JAMES C 2600 SOUTH GESSNER, SUITE 500 HOUSTON, TX 77063	X CHAIRMAN & CEO

Signatures

/s/ David K. Holeman, Attorney-in-Fact for James C. Mastandrea 04/04/2014

____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) 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.
- (2) Represents restricted common shares which were forfeited for failure to satisfy the applicable performance targets.
- (3) Represents restricted common shares which are subject to risk of forfeiture and vest as follows: (i) 1/3rd on April 2, 2015, 1/3rd on April 2, 2016 and 1/3rd on April 2, 2017.

Edgar Filing: Whitestone REIT - Form 4

- (4) Represents restricted common shares which are subject to risk of forfeiture and vest in 20% increments when the Company meets performance targets (as specified in the award agreement).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

- (5) 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.

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.