#### Edgar Filing: MCKEIRNAN THOMAS L - Form 4

MCKEIRNA Form 4	AN THOMAS L											
December 10	0, 2012											
FORM	14									OMB AP	PROVAL	
	UNITED	STATES				ND EX D.C. 20		NGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 Obligations Section 17(a) of the l			F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of						e Act of 1934,	Expires: Estimated a burden hour response		5
may cont <i>See</i> Instru 1(b).		30(h)	of the In	ivestme	ent	Compar	ny Ac	t of 194	0			
(Print or Type I	Responses)											
MCKEIRNAN THOMAS L Symb				suer Name <b>and</b> Ticker or Trading bl Lion Hotels CORP [RLH]					5. Relationship of Reporting Person(s) to Issuer			
						-		J	(Check all applicable)			
				of Earliest Transaction h/Day/Year) /2012					Director 10% Owner X_ Officer (give title Other (specify below) Sr. V.P. & General Counsel			
				endment, Date Original onth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
SPOKANE,	, WA 99201								Person	she than one Rep	porting	
(City)	(State)	(Zip)	Tab	le I - No	n-D	<b>)</b> erivative	Secur	ities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	n Date, if	3. Transac Code (Instr. 8 Code	8)	4. Securi n(A) or Di (Instr. 3, Amount	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/06/2012			M <u>(1)</u>	·	7,500	A	\$ 7.46	81,240 <u>(2)</u>	D		
Common Stock	12/06/2012			S <u>(1)</u>		7,000	D	\$ 7.6	74,240 <u>(2)</u>	D		
Common Stock	12/06/2012			S <u>(1)</u>		500	D	\$ 7.62	73,740 <u>(2)</u>	D		
Common Stock	12/06/2012			S <u>(3)</u>		5,000	D	\$ 7.5	68,740 <u>(2)</u>	D		
Common Stock	12/07/2012			S <u>(3)</u>		5,000	D	\$ 7.8497	63,740 <u>(2)</u>	D		

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Common Stock	12/10/2012	S <u>(3)</u>	5,000	D	\$ 7.7457	58,740 <u>(2)</u>	D	
Common Stock						295	Ι	Held in 401(k) Account

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.

# 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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities I (Instr. 3 and 4) S (	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 7.46	12/06/2012		M <u>(1)</u>	7,500	<u>(4)</u>	11/10/2015	Common Stock	7,500

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MCKEIRNAN THOMAS L 201 W. NORTH RIVER DR. STE 100 SPOKANE, WA 99201			Sr. V.P. & General Counsel					
Signatures								
/s/ Julie Langenheim, Attorney-in-fact	12/10/	/2012						
**Signature of Reporting Person	Dat	e						

## **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).

These transactions were a cashless exercises of stock options that occurred automatically pursuant to the terms of the reporting person's written plan for trading securities entered into on 09/24/2012 under SEC Rule 10b5-1(c). These transactions resulted in the issuer's receipt

(1) of the aggregate exercise price of \$59,950 for the shares that were acquired. If not exercised, the options would have expired on or before November 10, 2015.

- (2) Includes shares acquired through Red Lion Hotels Corporation Employee Stock Purchase Plan through the period ended on June 30, 2012. The amount also includes total number of restricted stock units held.
- (3) These transactions were sales of stock that occured automatically pursuant to the terms of the reporting person's written plan for trading securities entered into on 09/24/2012 under SEC Rule 10b5-1(c).
- (4) This option vested in 2 installments: 50% vested on November 10, 2009 and 50% vested on November 10, 2010.

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.