

MCKEIRNAN THOMAS L
Form 4
December 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKEIRNAN THOMAS L

2. Issuer Name and Ticker or Trading Symbol
Red Lion Hotels CORP [RLH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 W. NORTH RIVER DR. STE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V.P. & General Counsel

SPOKANE, WA 99201

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

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

(City) (State) (Zip)

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)
				(A) or (D) Price			
Common Stock	12/06/2012		M ⁽¹⁾	7,500 A \$ 7.46	81,240 ⁽²⁾	D	
Common Stock	12/06/2012		S ⁽¹⁾	7,000 D \$ 7.6	74,240 ⁽²⁾	D	
Common Stock	12/06/2012		S ⁽¹⁾	500 D \$ 7.62	73,740 ⁽²⁾	D	
Common Stock	12/06/2012		S ⁽³⁾	5,000 D \$ 7.5	68,740 ⁽²⁾	D	
Common Stock	12/07/2012		S ⁽³⁾	5,000 D \$ 7.8497	63,740 ⁽²⁾	D	

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 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.
- (1) 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.
 - (2) These transactions were sales of stock 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).
 - (3) 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.