

Whitestone REIT
Form 4
April 07, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
			Code	V	Amount (A) or (D)	Price	
Common Shares	04/02/2014		A		25,414 (1)	\$ 0	140,237 D
Common Shares	04/02/2014		D		46,667 (2)	\$ 0	93,570 D
Common Shares	04/02/2014		A		78,693 (3)	\$ 0	172,263 D
Common Shares	04/02/2014		A		33,333 (4)	\$ 0	205,596 D
Common Shares	04/02/2014		A		4,000 (5)	\$ 0	209,596 I By Spouse

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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.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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.

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- (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.

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