

MEAD JAMES E
Form 4
January 03, 2008

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 *
MEAD JAMES E

2. Issuer Name and Ticker or Trading Symbol
STRATEGIC HOTELS & RESORTS, INC [BEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST MADISON STREET, SUITE 1700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex. VP & CFO

CHICAGO, IL 60606

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)
			Code	V Amount (D) Price			
				(1) (2)			
Common Stock	12/31/2007		A	15,866	\$ 0	D	
Common Stock					2,000	I	By IRA
Common Stock					1,000	I	By Mead Family Trust

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 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 Owned Following Transaction (Instr. 5)
				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

MEAD JAMES E
200 WEST MADISON STREET
SUITE 1700
CHICAGO, IL 60606

Ex. VP & CFO

Signatures

By: /s/ Paula C. Maggio as
Attorney-in-Fact

01/03/2008

__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).

Common stock in the form of restricted stock units under the 2004 Incentive Plan payable solely in stock and subject to the terms and conditions of the 2004 Incentive Plan and the grant document implementing the provisions of the amendment to employment agreement (1) dated as of February 13, 2007 between James E. Mead and Strategic Hotels & Resorts, Inc. ("Mead Employment Agreement Amendment"). The number of restricted stock units earned on December 31, 2007 as performance shares under the Mead Employment Agreement Amendment is based 33% on relative total shareholder return and 67% on achievement of budgeted FFO.

Because FFO for 2007 has not yet been determined, the number set forth as acquired is the number earned based on achievement of relative total shareholder return plus reinvested dividend equivalent units (4,386) and the maximum possible number that could be earned (2) under the Mead Employment Agreement Amendment for the FFO portion of the performance award for 2007 performance plus reinvested dividend equivalent units (11,480). An amended Form 4 will be filed after FFO for 2007 has been determined if the FFO portion of the performance award is less than the maximum.

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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