

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

**SCHOEBEL RICHARD K.**

CIK: **1477259**

Type: **4/A** | Act: **34** | File No.: **001-33749** | Film No.: **13528713**

Mailing Address  
C/O RETAIL OPPORTUNITY  
INVESTMENTS CORP.  
3 MANHATTANVILLE ROAD  
PURCHASE NY 10577

### ISSUER

**RETAIL OPPORTUNITY INVESTMENTS CORP**

CIK: **1407623** | IRS No.: **260500600** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6798** Real estate investment trusts

Mailing Address  
3 MANHATTANVILLE ROAD  
PURCHASE NY 10577

Business Address  
3 MANHATTANVILLE ROAD  
PURCHASE NY 10577  
9142728067

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>SCHOEBEL RICHARD K.</b>			2. Issuer Name and Ticker or Trading Symbol <b>RETAIL OPPORTUNITY INVESTMENTS CORP [ROIC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O RETAIL OPPORTUNITY INVESTMENTS CORP., 8905 TOWNE CENTRE DRIVE, SUITE 108			4. If Amendment, Date Original Filed(Month/Day/Year) <b>01/03/2013</b>					
(Street) <b>SAN DIEGO, CA 92122</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	12/31/2012		A		5,833 <sup>(1)</sup>	A	\$ 0	86,681	D	
Common Stock, par value \$0.0001 per share	12/31/2012		F		4,649 <sup>(2)</sup>	D	\$12.85	82,032	D	
Common Stock, par value \$0.0001 per share	01/01/2013		A		6,667 <sup>(3)</sup>	A	\$ 0	88,699	D	
Common Stock, par value \$0.0001 per share	01/01/2013		F		5,975 <sup>(4)</sup>	D	\$12.85	82,724	D	

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)						
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. On March 11, 2011, the reporting person was granted 17,500 shares of restricted Common Stock that were issued pursuant to the Retail Opportunity Investments Corp. 2009 Equity Incentive Plan. The shares vest as to 5,833 shares on December 31, 2011, 5,833 shares on December 31, 2012 and 5,834 shares on December 31, 2013 based on the Issuer's achievement of certain performance criteria for each of the 12 months ending December 31, 2011, 2012 and 2013. The performance criteria for 2012 were met, resulting in vesting of 5,833 shares. This amendment is being filed to reflect the vesting of these shares.
2. Consists of shares of Common Stock withheld by the Issuer in order to satisfy the tax withholding obligation of the reporting person in connection with shares of restricted Common Stock that vested. The first acquisition disclosed in this amendment has the effect of increasing the number of shares outstanding following the disposition disclosed in this line.
3. On April 2, 2012, the reporting person was granted 20,000 shares of restricted Common Stock that were issued pursuant to the Retail Opportunity Investments Corp. 2009 Equity Incentive Plan. The shares vest as to 6,667 shares on January 1, 2013, 6,667 shares on January 1, 2014 and 6,666 shares on January 1, 2015 based on the Issuer's achievement of certain performance criteria for each of the 12 months ending December 31, 2012, 2013 and 2014. The performance criteria for 2012 were met, resulting in vesting of 6,667 shares. This amendment is being filed to reflect the vesting of these shares.
4. Consists of shares of Common Stock withheld by the Issuer in order to satisfy the tax withholding obligation of the reporting person in connection with shares of restricted Common Stock that vested. The acquisitions disclosed in this amendment have the effect of increasing the number of shares outstanding following the disposition disclosed in this line.

**Signatures**

/s/ Richard K. Schoebel

\*\* Signature of Reporting Person

01/14/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**