

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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(HTML Version on secdatabase.com)

REPORTING OWNER

DUNCAN BRUCE W

CIK: **1105577**

Type: **4** | Act: **34** | File No.: **001-07959** | Film No.: **13662178**

Mailing Address
C/O CADILLAC FAIRVIEW
CORP 20 QUEEN ST W
TORONTO ONTARIO
CANADA M5H 3R4

ISSUER

STARWOOD HOTEL & RESORTS WORLDWIDE, INC

CIK: **316206** | IRS No.: **521193298** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address
15147 N. SCOTTSDALE
ROAD
SUITE H-210
SCOTTSDALE AZ 85254

Business Address
ONE STARPOINT
STAMFORD CT 06902
203-964-4000

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 DUNCAN BRUCE W			2. Issuer Name and Ticker or Trading Symbol STARWOOD HOTEL & RESORTS WORLDWIDE, INC [HOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			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		
STARWOOD HOTELS & RESORTS WORLDWIDE INC., ONE STARPOINT			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) STAMFORD, CT 06902								
(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			

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0 ⁽¹⁾	02/28/2013		A ⁽²⁾		2,080		02/28/2014	⁽³⁾	Common Stock	2,080	⁽⁴⁾	2,080	D	

Explanation of Responses:

1. Restricted Stock Units are convertible into Common Stock on a one-for-one basis.
2. Under the terms of Starwood's 2004 Long-Term Incentive Plan (the "LTIP"), Directors of Starwood receive an annual grant of restricted stock units in amounts specified by the LTIP.

3. Restricted Stock Units are converted into Common Stock on the first anniversary of the grant date or, if earlier, the date the Reporting Person ceases to be a director.

4. Not Applicable.

Signatures

Jason F. Cohen, Attorney-in-Fact

** Signature of Reporting Person

03/04/2013

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.